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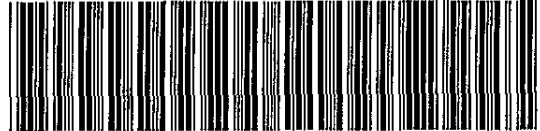
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DEPT. OF STATE  
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TALLAHASSEE, FLORIDA

C. Ouellette JUL 23 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 180261 5011226

AUTHORIZATION : *Patricia T. [Signature]*

COST LIMIT : \$ 43.75

ORDER DATE : July 23, 2003

ORDER TIME : 4:23 PM

ORDER NO. : 180261-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Barbara Buchanan  
Gray Harris & Robinson, P.A.  
Po Box 3068  
Orlando, FL 32802

DOMESTIC AMENDMENT FILING

NAME: CITIZENS TO PROTECT FLORIDA'S  
ECONOMY, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

xx CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CITIZENS TO PROTECT FLORIDA'S ECONOMY, INC.**

THE UNDERSIGNED, Russell Price, Vice President of CITIZENS TO PROTECT FLORIDA'S ECONOMY, INC., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is CITIZENS TO PROTECT FLORIDA'S ECONOMY, INC.

**ARTICLE SECOND:** There being no Members of this Corporation, the amendment and restatement of the Articles of Incorporation of the Corporation reflected in ARTICLE FOURTH hereof was duly adopted by the Board of Directors of the Corporation by Unanimous Written Consent executed on July 23, 2003, in accordance with Section 617.0820 of the Florida Not For Profit Corporation Act.

**ARTICLE THIRD:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FOURTH:** The amendment to the Articles of Incorporation of the Corporation affected by these Amended and Restated Articles of Incorporation is that the current Articles of Incorporation are amended and restated in their entirety to provide as follows:

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03 JUL 23 PM 4:45  
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TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

### **ARTICLE I - NAME**

The name of the corporation shall be CITIZENS TO PROTECT FLORIDA'S ECONOMY, INC.

### **ARTICLE II - PURPOSES**

The purposes for which the corporation is organized are: to advocate for a solution to Florida's health care crisis which directly impacts Florida's business climate; and, in general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which the corporation is organized shall be limited to those which it determines are in the best economic interests of the state of Florida and its citizens. In no event shall the corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder (the "Code").

The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in activities subversive to the United States of America.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(4) of the Code; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

The corporation shall have no members. Its affairs shall be governed by its Board of Directors.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than ten (10) persons. The number of directors shall be fixed in the Bylaws of the corporation. Annual elections will be held on the 31st day of December of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the existing Directors of the corporation in attendance at the annual meeting of the Board of Directors of the corporation.

The officers of the corporation shall consist of President, Vice President(s) and Secretary/Treasurer and such other officers and assistant officers and agents as provided in the Bylaws of the corporation. Each officer shall serve for such term as determined by the Board of Directors. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

## ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Tom James	President
Barney Barnett	Vice President
Randall McElheney	Secretary/Treasurer
Russell Price	Vice President

## ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4) and the names and addresses of the persons who are to serve as directors until the first election under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Tom James	9341 Silver Thorn Largo, Florida 33777
Barney Barnett	P.O. Box 407 Lakeland, Florida 33802
Randall McElheney	702 E. Business Highway 98 Panama City, Florida 32401
Russell Price	241 John Knox Road Tallahassee, Florida 32303

#### ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors in accordance with the Bylaws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) or 501(c)(4) of the Code. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

#### ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be:

1201 Hays Street  
Tallahassee, Florida 32301



The name of the initial registered agent of the corporation shall be:

Corporation Service Company

ARTICLE XIII - CORPORATION'S MAILING ADDRESS

The mailing address of the corporation shall be:

241 John Knox Road  
Tallahassee, Florida 32303

**ARTICLE XIV - INCORPORATOR**

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Russell Price  
241 John Knox Road  
Tallahassee, Florida 32303

IN WITNESS WHEREOF, the undersigned, Russell Price, Vice President of the Corporation, has hereunto set his hand this 23<sup>rd</sup> day of July, 2003.

  
\_\_\_\_\_  
Russell Price, Vice President

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of CITIZENS TO PROTECT FLORIDA'S ECONOMY, INC., I hereby accept and agree to act in this capacity.

Dated: 7-23-, 2003.

CORPORATION SERVICE COMPANY

By:   
\_\_\_\_\_  
Brian Courtney, Assistant Vice President