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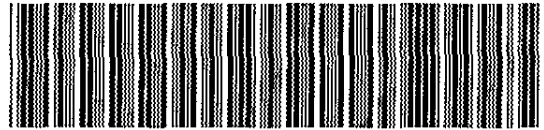
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*Amended & Restated  
articles*

09/22/03--01048--003 \*\*35.00

RECEIVED  
03 SEP 22 AM 10:43  
DIVISION OF CORPORATION

FILED  
03 SEP 22 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*NO3  
9/22/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 250250 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : September 22, 2003

ORDER TIME : 10:01 AM

ORDER NO. : 250250-005

CUSTOMER NO: 5801A

CUSTOMER: Ms. Jennifer Denby  
Pavese Haverfield Dalton  
1833 Hendry Street

Fort Myers, FL 33901-3095  
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DOMESTIC AMENDMENT FILING

NAME: ECONOMIC GROWTH COALITION,  
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155  
EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ECONOMIC GROWTH COALITION, INC.  
A Corporation Not For Profit**

We, the undersigned, acting as incorporators of Economic Growth Coalition, Inc. a corporation not for profit under Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation (hereinafter called Corporation) is Economic Growth Coalition, Inc., a corporation not for profit.

**ARTICLE II  
TERM OF EXISTENCE**

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be 13300-56 South Cleveland Avenue, Box 123, Fort Myers, Florida 33907 and the mailing address of the Corporation shall be the same.

**ARTICLE IV  
PURPOSE**

The Corporation is an association composed of persons with a common business interest , to retain and encourage the expansion of existing employers in the Lee County area; to assist in the attraction of new diversified employers to the area; and to work to improve the business environment in Lee County through marketing, events, operations, education, newsletters, brochures and fundraising activities.

The Corporation's intent is to promote such common interest in accordance with Internal Revenue Code Section 501(c)(6) and Treasury Regulation § 1.501(c)(6)-1, and not to engage in a regular business of a kind ordinarily carried on for profit. In keeping with this goal, no part of the Corporation's net earnings will inure to the benefit of any private shareholder or individual. Rather, the Corporation's activities shall be directed to the improvement of business conditions.

The corporation may engage in any and all lawful activities, not inconsistent with these purposes.

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SECRETARY OF STATE  
FLORIDA

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code ( or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

#### ARTICLE V MEMBERSHIP

The corporation's membership shall be distinct from the Board of Directors. The Bylaws shall regulate the different classes of membership, if any; the authorized number and qualifications of the members of the corporation, the manner of their admission; their voting and other rights and privileges; their liability for dues, if any; and the method of collecting dues.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901. The name of its initial registered agent at that address is Peter J. Gravina.

#### ARTICLE VII DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of four (4) members, initially. From time to time, the members may decrease or increase the number of members constituting the Board of Directors, but this number shall never be less than three (3), no more than twenty (20).

(a) TERMS OF OFFICE. Directors shall be elected at the annual meeting of the membership. They will generally serve a term of one (1) year, but may be re-elected for additional terms. The members of the Board of Directors will serve until their successors are elected and qualify. In the case of a vacancy on the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the remaining Board of Directors shall elect a person to fill the vacancy. The newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the voting membership, except as heretofore provided. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Ron Inge	13300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907
Randy Thibaut	13300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907
Neale Montgomery	3300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907
Alan Freeman	13300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

#### ARTICLE VIII OFFICERS

The Corporation will have a President and a Vice-President, and both of them shall at all times be members of the Board of Directors; a Secretary and a Treasurer; and such other officers as the Board of Directors may from time to time create by resolution. Two or more offices may be held by the same person, except as prohibited by law. The Board of Directors shall elect the officers for a term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the members. The Board of Directors may remove an officer(s) at any time, with or without cause.

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Ron Inge	President	13300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907
Randy Thibaut	Vice-President	13300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907
Neale Montgomery	Secretary	13300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907
Alan Freeman	Treasurer	13300-56 South Cleveland Avenue Box 123 Fort Myers, Florida 33907

#### ARTICLE IX BASIS UNDER WHICH CORPORATION IS ORGANIZED

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

#### ARTICLE X BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The Directors may amend or repeal, in whole or in part, the bylaws in the manner provided by the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

#### ARTICLE XI AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the voting members of the corporation.

**ARTICLE XII**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future Federal tax code; or shall be distributed to the Federal government, a State government, or a local government, for a public purpose.

**ARTICLE XIII**  
**NAME AND ADDRESS OF SUBSCRIBERS**

The names and addresses of the subscribers are:

Randy Thibaut	13300-56 South Cleveland Avenue
	Box 123
	Fort Myers, Florida 33907

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That ECONOMIC GROWTH COALITION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named PETER J. GRAVINA, located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENTS:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Peter J. Gravina, Registered Agent



**STATEMENT OF CONSENT IN LIEU OF A SPECIAL  
MEETING OF MEMBERS OF  
ECONOMIC GROWTH COALITION, INC.,  
a Corporation Not for Profit**

The undersigned, constituting all of the members of ECONOMIC GROWTH COALITION, INC., a corporation not for profit, waiving all requirements of notice, consent to the actions specified below and adopt the following resolutions by this written consent, without a meeting, pursuant to Section 617.701, Florida Statutes.

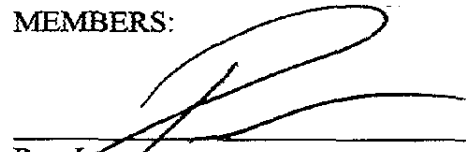
The members of this corporation hereby adopt the attached Amended and Restated Articles of Incorporation.

The foregoing Amendments shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

The Members of this corporation hereby authorize and direct the officers of the corporation to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this statement.

IN WITNESS WHEREOF, the undersigned have executed this Consent this 15<sup>th</sup> day of September, 2003.

MEMBERS:

  
\_\_\_\_\_  
Ron Inge

  
\_\_\_\_\_  
Randy Thibaut

  
\_\_\_\_\_  
Neale Montgomery

  
\_\_\_\_\_  
Alan Freeman

**ARTICLES OF AMENDMENT TO THE**  
**ARTICLES OF INCORPORATION OF**  
**ECONOMIC GROWTH COALITION, INC.,**  
**a Corporation Not for Profit**


Pursuant to the provisions of Section 617.1001 through 617.1006 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the attached Amended and Restated Articles of Incorporation.

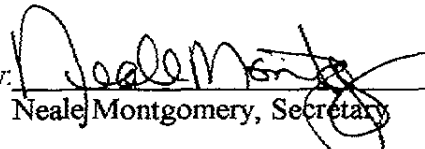
The attached Amended and Restated Articles of Incorporation were adopted by the members of the Corporation on the 15<sup>th</sup> day of September, 2003, and the number of votes cast for the Amendment was sufficient for approval.

The foregoing Amended and Restated Articles of Incorporation shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 15<sup>th</sup> day of September, 2003.

**ECONOMIC GROWTH COALITION, INC.**  
**a Florida Not for Profit Corporation,**

By:   
\_\_\_\_\_  
Ron Inge, President

By:   
\_\_\_\_\_  
Neale Montgomery, Secretary

STATE OF FLORIDA       )  
COUNTY OF Lee       )

Before me, the undersigned authority, personally appeared RON INGE, who is to me well known to the persons described in and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Myers, in said County and State this 7 day of September, 2003.



Johanna Seybold  
Johanna Seybold, Notary Public  
Commission No: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA       )  
COUNTY OF Lee       )

Before me, the undersigned authority, personally appeared NEALE MONTGOMERY, who is to me well known to the persons described in and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at FORT MYERS, in said County and State this 8th day of September, 2003.

Jennifer L Denby  
\_\_\_\_\_, Notary Public  
Commission No: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

