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2017 JAN 17 AM 9:56

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C LEWIS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

Consumer Institute, Inc.

**NAME OF CORPORATION:** \_\_\_\_\_

N03000008401

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer West-Kantor

\_\_\_\_\_  
(Name of Contact Person)

Consumer Institute

\_\_\_\_\_  
(Firm/ Company)

P.O. Box 14956

\_\_\_\_\_  
(Address)

Tallahassee, FL 32317

\_\_\_\_\_  
(City/ State and Zip Code)

jenwestkan@gmail.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer West-Kantor

(850)

933-8514

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code)

\_\_\_\_\_  
(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
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|--|---|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 13, 2016

JENNIFER WEST-KANTOR / CONSUMER INSTITUTE  
PO BOX 14956  
TALLAHASSEE, FL 32317 US

SUBJECT: CONSUMER FEDERATION OF THE SOUTHEAST, INC.  
Ref. Number: N03000008401

We have received your document for CONSUMER FEDERATION OF THE SOUTHEAST, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file your document as either articles of amendment or amended and restated. You can not file both. If you file it as amended and restated you will need to put the name change in that document and also the officer changes.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 616A00026442

**COVER LETTER**

**TO:** Amendment Section  
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N03000008401

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(Name of Contact Person)

Consumer Institute

\_\_\_\_\_  
(Firm/ Company)

P.O. Box 14956

\_\_\_\_\_  
(Address)

Tallahassee, FL 32317

\_\_\_\_\_  
(City/ State and Zip Code)

jenwestkan@gmail.com

\_\_\_\_\_  
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(850)

933-8514

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code)

\_\_\_\_\_  
(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

*paid 12/7/16*

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

✓

A RESOLUTION OF THE BOARD OF DIRECTORS OF  
CONSUMER INSTITUTE, INC., ADOPTED AT A

MEETING OF THE BOARD HELD ON  
NOVEMBER 17, 2016.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2017 JAN 17 AM 9:56

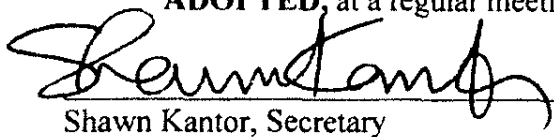
WHEREAS, *(FKA) Consumer Federation of the Southeast, Inc* the Board of Directors of CONSUMER INSTITUTE, INC., a Florida not-for-profit corporation (the "Corporation"), has determined it is advisable and in the best interest of the Corporation to achieve its charitable purposes by amending its Articles of Incorporation and Bylaws; now, therefore, be it

**RESOLVED**, that the amendment and restatement of the Corporation's Articles of Incorporation in accordance with the form of Amended and Restated Articles of Incorporation presented to the Board of Directors are hereby approved and adopted, to be effective immediately, and the Board and/or Secretary of the Corporation, is hereby authorized and directed to execute the Amended and Restated Articles of Incorporation and to file the same with the Florida Secretary of State; and

**FURTHER RESOLVED**, that the Amended and Restated Bylaws presented to the Board of Directors are hereby approved and adopted, to be effective immediately; and

**FURTHER RESOLVED**, that the Board, and/or officers and representatives of the Corporation are hereby authorized and directed to execute such other documents and to take such other lawful actions as they consider necessary, advisable, or appropriate to effect and otherwise to carry out the intent and purposes of the foregoing resolutions.

**ADOPTED**, at a regular meeting this 17<sup>th</sup> day of November, 2016.

  
Shawn Kantor, Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

CONSUMER INSTITUTE, INC.

(FKA) Consumer Federation of the Southeast, Inc.

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DIVISION OF CORPORATIONS  
2017 JAN 17 AM 9:57

Pursuant to the Florida Not For Profit Corporation Act, the undersigned do hereby acknowledge and state that: (i) these Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Consumer Institute, Inc. (the "Corporation"), at a meeting held on November 17, 2016; (ii) the Corporation filed its Articles of Incorporation with the Florida Secretary of State on September 29, 2003 (the "Articles of Incorporation"); and (iii) the Corporation does not have any members entitled to vote on the proposed amendments.

ARTICLE I - NAME

The name of the Corporation as originally incorporated shall be changed from CONSUMER FEDERATION OF THE SOUTHEAST, INC., to CONSUMER INSTITUTE, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 7012 Grenville Road, Tallahassee, Florida 32309, and the mailing address of the Corporation shall be P.O. Box 14956, Tallahassee, Florida 32317.

ARTICLE III - PURPOSE

This Corporation is organized exclusively for educational purposes, to educate consumers on issues of public interest, and to make distributions to organizations that qualify

as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition to the above, the specific activities of this Corporation shall be:

(a) To promote the rights of all consumers, in harmony with the general welfare, through city, county, regional, state, national, and international groups.

(b) To stimulate, coordinate, and provide consumer programs and activities in such areas as: public utilities, rate setting, product pricing, quality, servicing and guarantees, advertising, regulatory agencies, credit insurance, house and home improvements, cost of food, drugs and medical care, safety, energy and natural sources development, consumer cooperative efforts, consumer education, and other areas as determined by the Board of Directors.

(c) To act as a convener and clearinghouse for the exchange of information, ideas, and experiences among members and others at the city, county, regional, state, national and international levels, and to encourage and assist the development of consumer organizations and consumer programs in member and nonmember organizations.

(d) To engage in research and analysis of consumer issues, to disseminate the results of such studies, to provide a responsible and articulate voice for consumers before federal, state, and local governments, and to conduct public information activities.

(e) To receive by bequest, gift, devise, or in any other manner, money, assistance, and any other form of contribution whether real, personal or mixed property, from any and every source, public as well as private, and particularly from any person, or firm or from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the objects of this Corporation.

(f) So long as consistent with the above-listed purposes, to carry out any and all powers conferred upon non-for-profit corporations by the Florida Statutes.

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Notwithstanding any other provision of these articles, these purposes of the Corporation are limited to those described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be as stated in the bylaws.

#### ARTICLE V - NO INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.

#### ARTICLE VI - DISTRIBUTION LIMITATION

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Upon the dissolution of the Corporation, the Directors shall distribute the Corporation's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or such assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII - AMENDMENT

The Directors may amend these Articles at any regular meeting by a majority vote of the Directors present and voting, provided notice of the proposed amendment has been given to every Director in writing at least thirty (30) days prior to the meeting at which such amendment is to be considered.

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>C</u>	<u>Jennifer West-Kantor</u>	<u>7012 Grenville Rd.</u> <u>Tallahassee, FL 32309</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>David Rasmussen</u>	<u>3127 Ferns Glen Dr.</u> <u>Tallahassee, FL 32309</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Shawn Kantor</u>	<u>7012 Grenville Rd.</u> <u>Tallahassee, FL 32309</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>          </u>	<u>                                  </u>	<u>                                  </u> <u>                                  </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>          </u>	<u>                                  </u>	<u>                                  </u> <u>                                  </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>          </u>	<u>                                  </u>	<u>                                  </u> <u>                                  </u>

November 17, 2016

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

November 17, 2016

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

**(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

1/9/17

Dated

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jennifer West

(Typed or printed name of person signing)

Chairman

(Title of person signing)

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