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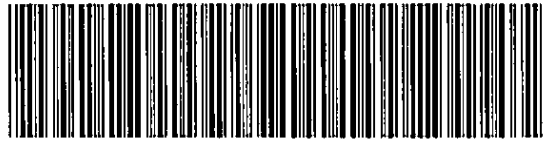
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2020 SEP 14 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

10/23/20
CA



Uptown Civitan Club of Jacksonville

September 9, 2020

Florida Department of State
Division of Corporations
Corporation Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Re: NO3043

Enclosed are:

- an Amended and Restated Articles of Incorporation for Uptown Civitan Club of Jacksonville.
Please approve and file this document as appropriate.
- A check for \$43.75 for the \$35.00 filing fee and \$8.75 for a certified copy of the document to be
returned to:

Ann Mackey, Treasurer
Uptown Civitan Club
3650 Hedrick Street
Jacksonville FL, 32205

I appreciate your attention on this matter. Should you have any questions or require additional
information, I can be reached at 904.536.5451 or arm730@gmail.com.

Sincerely,

Ann Mackey
Ann Mackey
Treasurer, Uptown Civitan Club

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UPTOWN CIVITAN CLUB OF JACKSONVILLE, INC.
A CORPORATION NOT FOR PROFIT**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL.

ARTICLE I—NAME

The name of this corporation shall be UPTOWN CIVITAN CLUB OF JACKSONVILLE, INC., and its location shall be in Jacksonville, Florida.

ARTICLE II—DURATION

The duration of the corporation shall be perpetual.

ARTICLE III—PURPOSES AND POWERS

Section 1. The specific and primary purposes for which this corporation shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code, including the following:

- (a) To build good citizenship by providing a volunteer organization dedicated to serving individual and community needs with an emphasis on helping people with disabilities; and
- (b) To assist other charitable and educational organizations in the conduct of similar activities.

Section 2. In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation may, except as restricted herein, engage in any and all lawful activities and shall have all of the powers granted to corporations.

ARTICLE IV—RESTRICTIONS

Section 1. No part of the net income of the corporation shall inure to the benefit of any officer or director, or private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III hereof.

Section 2. 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 distributing of statements) any political campaign on behalf or against any candidate for public office.

ARTICLE V—MEMBERS

All conditions, qualifications, requirements, privileges and regulations as to membership in the corporation, including voting rights, shall be fixed and governed by the Bylaws of the corporation.

ARTICLE VI—OFFICERS

The officers of this corporation shall be a President, President-Elect, Vice President-Membership, Secretary and Treasurer. Officers shall be elected at the annual meeting and shall hold office for one (1) year or until their successors have been elected and qualified.

ARTICLE VII—BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, the immediate Past-President and not less than three (3) nor more than seven (7) directors elected by the corporation, all of whom shall be members of the club.

Section 2. The Board of Directors shall be the governing body of the corporation, and shall have the power to make such regulations and take such action consistent with the Bylaws, as in its judgment may be necessary for the welfare of the club. The recommendations of the Board of Directors shall be brought to the body for approval and action.

Section 3. No director of the corporation shall be liable to the corporation for monetary damages for the breach of her fiduciary duty as a director; provided that this paragraph shall not eliminate any liability of a director (a) for any breach of the director's duty of loyalty to the corporation; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (c) for unlawful payments of dividends or unlawful stock purchases or redemptions; or (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE VIII—POLITICS AND RELIGION

Section 1. This corporation shall not be used in any way for political purposes, nor shall it as a corporation, actively participate in the political candidacy of any person.

Section 2. The merits of any public question may be fairly and intelligently studied and discussed, but the corporation shall not take any action inconsistent with the provision of this Article or with the provision of Civitan International Bylaws.

Section 3. Civitan International is a service organization, and membership therein and in this corporation is not restricted in any way by religious faith or belief.

ARTICLE IX—DISSOLUTION

Dissolution of this corporation shall be in accordance with the Bylaws of UPTOWN CIVITAN CLUB OF JACKSONVILLE, INC. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed for one or more charitable or

educational purposes in Duval County, Florida, within the meaning of Section 501(c)(3) of the Code or shall be distributed to organizations that are then exempt from federal income tax under Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE X—AMENDMENT

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation.

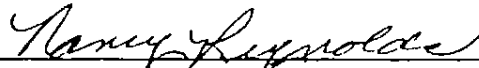
ARTICLE XI--RESTATEMENT

These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as amended, and with a quorum present, have been adopted by the members of UPTOWN CIVITAN CLUB OF JACKSONVILLE, INC. at its meeting on January 14, 2020, by more than two-thirds of the votes entitled to be cast by members of the corporation at said meeting. Said Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments therein.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name by its president and secretary, as of the 14th day of January, 2020.



Diana Flagg, President
Uptown Civitan Club of
Jacksonville, Inc.



Nancy Reynolds, Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Diana Flagg, the President and duly authorized representative of UPTOWN CIVITAN CLUB OF JACKSONVILLE, INC., whose name is signed to the foregoing Amended and Restated Articles of Incorporation and who is known to me, acknowledged before me on this day and being informed of the contents of said instrument, she, in her capacity as an authorized representative and with full authority, executed the same voluntarily for and as the act of said corporation on the same bears date.

Given under my hand and seal this 14 day of JAN. 2020.


Notary Public

My Commission expires: 01-21-2023

