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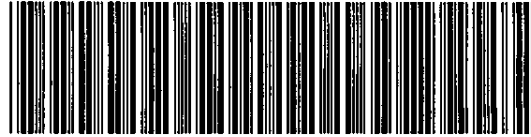
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12 AUG -1 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: South Florida Community College Foundation, Inc.

DOCUMENT NUMBER: N03622

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

Please return all correspondence concerning this matter to the following:

Donald Appelquist

(Name of Contact Person)

South Florida State College Foundation

(Firm/ Company)

13 East Main Street

(Address)

Avon Park, Florida 33825

(City/ State and Zip Code)

donald.appelquist@southflorida.edu

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

For further information concerning this matter, please call:

Donald Appelquist

(Name of Contact Person)

at (863) 453-3133

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

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

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 AUG -1 PM 4: 57

South Florida Community College Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N03622

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

South Florida State College Foundation, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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 type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

N/A

The date of each amendment(s) adoption: April 28, 2012

Effective date if applicable: July 1, 2012

(no more than 90 days after amendment file date)

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.

Dated

7-31-2012

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)

JEFFREY G. MECHLIN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA STATE COLLEGE
FOUNDATION, INC.

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA STATE COLLEGE FOUNDATION, INC.
(A Non-Profit Organization)

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not for profit, under Chapter 617 of the Statutes of the State of Florida, by and under the provisions of said Statutes of the State, under the following Charter or Certificate of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be SOUTH FLORIDA STATE COLLEGE FOUNDATION, INC., and its principal place of business shall be in the City of Avon Park, Highlands County, Florida, although it may have places of business in Hardee and DeSoto Counties of Florida.

ARTICLE II

PURPOSE

The purpose and power for which this corporation (hereinafter called the Foundation) are organized as follows:

SECTION 1. To foster interest in South Florida State College; to provide leadership in the promotion of its education services; to promote its welfare; to assist it in fulfilling its objectives; to implement the total program of activities of the college in appropriate ways; and to otherwise assist, aid, and advance the activities and services of South Florida State College as it serves the citizens of Florida.

SECTION 2. To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or tangible personal property in the same manner and to the same extent as a natural person might do.

SECTION 3. To encourage, solicit, administer and accept gifts of both real and personal property or money for scientific, educational and charitable purposes, all for the advancement of South Florida State College; to sue and defend, to lend and borrow money, giving promissory notes or bonds where necessary; and to secure payment thereof by mortgage or deed of trust or to loan money upon or without security.

SECTION 4. To receive bequests and devises by will absolutely or in trust to the same extent as a natural person.

SECTION 5. To make gifts in the form of scholarships to aid students and to make gifts and grants to South Florida State College and any of its staff, instructors or

departments for the purpose outlined herein.

SECTION 6. To carry on or engage in any activity of any nature whatsoever which the Foundation may deem proper or convenient in connection with the stated purposes and to use any and all of its assets from whatsoever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the Foundation's purposes.

SECTION 7. To use assets and earnings of the Foundation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto, and to use no part of the net earnings to the benefit of any private member or individual. No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence the legislation, and the Foundation 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.

SECTION 8. Notwithstanding any other provisions of the Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or other provisions of the Internal Revenue Code of 1954 or any future United States Internal Revenue Law.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the South Florida State College Foundation, Inc., shall be open to all those persons, firms, organizations or corporations interested in the purposes and objectives of the Foundation and the advancement of the College, under the following procedures for membership.

SECTION 2. The Executive Director shall recommend to the Foundation Board of Directors prospective members for approval by the Board of Directors.

SECTION 3. The persons signing the Certificate of Incorporation as Subscribers shall be the first members of the Corporation, unless they shall have resigned as such

members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation.

ARTICLE IV

ORGANIZATION

SECTION 1. The affairs of the Foundation and all of its property shall be directed by a Board of Directors numbering not less than five (5) nor more than thirty-five (35) members from among the membership of the Foundation, as may be fixed in the by-laws. Such Directors will be elected at the annual meeting of the members of this corporation to be held in APRIL of each year at such time and at such place as the Board of Directors may from time to time fix. The chairman of the SFSC District Board of Trustees may appoint a representative to the Board of Directors.

SECTION 2. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, the Director representing the District Board of Trustees, the Executive Director and the President of South Florida State College and may be authorized to exercise all or part of the powers and authority of the Board of Directors.

SECTION 3. The officers of the Foundation shall be elected annually by the Board of Directors, each to serve for one year or until the election of a successor. The offices of the President, Vice-President, Secretary and Treasurer shall be filled from the membership of the Board of Directors. The president of the College, or the president's designee, shall also serve on the Board of Directors.

SECTION 4. The meetings of the Board of Directors shall be set forth in the By-Laws of the Foundation. The By-Laws shall fix the procedure for calling special meetings.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The first Board of Directors shall have 16 Directors including the five (5) officers designated in the preceding paragraph. The names and addresses of the persons who are to serve as Directors until the meeting of the members on the third Thursday in March, 1985, are as follows:

WILFORD J. BEUMEL	Post Office Box 1175 Avon Park, FL 33825
EUGENE BIGBIE	Post Office Box 508 Avon Park, FL 33825
DONALD FARRENS	1330 East Lake Lotela Drive Avon Park, FL 33825
BEN HILL GRIFFIN, JR.	10 Lake Byrd Blvd. Avon Park, FL 33825
EILEEN S. HARPER	Post Office Box 342 Avon Park, FL 33825
DR. HAROLD E. HENDERSON	P. O. Box 698 Wauchula, FL 33873
CATHERYN B. McDONALD	Route 3, 804 W. Palmetto Wauchula, FL 33873
CHARLES S. METCALFE, JR.	200 East Charles Street Avon Park, FL 33825
RICHARD E. MORLEY	600 West College Drive Avon Park, FL 33825
JAMES R. RENFRO	1400 West State Street Avon Park, FL 33825
RONALD W. SACHSENMAIER	Post Office Box 342 Avon Park, FL 33825
PEGGY E. SHACKELFORD	Post Office Box 1420 Wauchula, FL 33873
BONITA R. SWANN	513 E. Palmetto Street Wauchula, FL 33873

MARY ELLEN WARD

Post Office Box 177
Avon Park, FL 33825

BETTY WILD

P.O. Box 1054
Avon Park, FL 33825

WENDELL WILLIAMS

1110 North Florida Avenue
Avon Park, FL 33825

ARTICLE VI

BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of not less than five (5) members nor more than forty (40) members including the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

Approximately one-third of the Board of Directors shall be elected each year. Incoming directors shall be elected to three (3) year terms and shall be either Lifetime or Distinguished members of the organization.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be convened by its chairman after due notice to all the directors of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held immediately following the annual meeting of members.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meeting as it may in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the unexpired term of

said retiring director.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may, in its discretion, consider necessary for the best interests of the organization.

The Board of Directors shall elect the officers. The president of the organization shall, by virtue of this office, serve also as chairman of the Board of Directors. Any office becoming vacant during the year shall be filled by a majority vote of the Board of Directors for the balance of the term.

ARTICLE VII

OFFICERS

The initial officers of the organization shall be as follows: These officers shall serve until the first annual meeting:

PRESIDENT	-	BEN HILL GRIFFIN, JR.
VICE PRESIDENT	-	WENDELL W. WILLIAMS
SECRETARY	-	EILEEN S. HARPER
TREASURER	-	RONALD W. SACHSENMAIER

The job duties of the officers of this corporation shall be as follows:

The President shall preside at all membership meetings; serve as Chairman of the Board of Directors; present at each annual meeting of the organization an annual report of the work of the organization; appoint all committees, temporary or permanent; see that all books, reports and certificates as required by law are properly kept or filed; have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the organization with all the rights, privileges and powers as if he had been the duly elected President; also, shall serve as Chairman of

the standing Proposals, Projects and Development Committee.

The Secretary shall keep the minutes and records of the organization in appropriate books and shall serve as Chairman of the standing Annual Meeting Committee.

The Treasurer shall have the care of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization; shall cause to be deposited in a regular business bank or trust company all sums received and, at the direction of the Board of Directors, may cause such funds to be invested in such investments as shall be legal for a commercial bank or savings bank in the State of Florida.

The Treasurer shall render quarterly, or as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to this office, including being Chairman of the Finance, Budget and Loan Committee.

Officers shall be members of the Board of Directors. The Board of Directors, by resolution, shall designate two (2) or more persons who shall be authorized to sign checks or drafts on behalf of the organization.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Ex-officio officers of the Board of Directors shall include the Executive Director, the Executive Secretary, the Board Attorney, and the immediate past President of the organization.

The Executive Director shall be appointed by the Board of Directors to serve in such capacities and for such a term as the Board, by resolution directs.

The Executive Secretary shall file any certificate required by any statute, federal or state; serve all notices to members of this organization; act as official custodian of the records and seal of this organization; present to the membership at any meetings

any communications addressed to the organization; shall attend to all correspondence of the organization; and , shall exercise all duties incident to these responsibilities.

The Board Attorney shall offer advice and counsel to the Board as necessary.

The President of the College shall assist the Board in its deliberations by supplying information and by serving as a director. The Chairman of the SFSC District Board of Trustees may appoint a director to serve as a liaison between the organization and the College Board.

The Past President of the Board shall act as chairman of the meeting convened for the purpose of electing officers; and, shall serve as chairman of the Nominating Committee. In addition, the Past President may attend all meetings of the organization and serve as an ex-officio member of all committees to further the continuity of the organization and to provide information about the organization to the community-at-large.

ARTICLE VIII

MEETINGS

The annual membership meeting of this organization shall be held in APRIL, each and every year except if such month should be unfeasible and in that event the Board of Directors shall fix the day but it shall not be more than two weeks later than APRIL as fixed by these Articles. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held no less than annually.

A majority of members present shall constitute a quorum for the transaction of business.

Special meeting of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least five (5) but not more than 30 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at

such meeting and by whom called.

At the request of one member of the Board of Directors or forty percent (40%) of the members of the organization the President shall cause a special meeting to be called but such request must be made in writing at least five (5) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE IX

ORDER OF BUSINESS

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of Officers
4. Reports of Committees
5. Old and Unfinished Business
6. New Business
7. Good and Welfare
8. Adjournment

ARTICLE X

VOTING

At all meetings except as ordered by the chairman, all votes shall be viva voce, except that for election of officers, ballots shall be provided and there shall not appear any place on such ballot any mark or marketing that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers.

At all votes by ballot, the chairman of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the

chairman the results. A certified copy of the results shall be physically affixed to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Every member of the Foundation in good standing shall have one vote. Where a firm, organization or corporation shall become a member, it shall be entitled to one membership and shall select a representative person to cast its vote and so notify the secretary of the Foundation.

Each member must be present or have a representative in order to vote.

ARTICLE XI

COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. The Executive Committee shall consist of the President, the Vice-President, the Secretary and the Treasurer. The College President, Executive Director and other officers, at the Board's direction, shall serve as ex-officio members of the Executive Committee.

Standing committees shall consist of a least five (5) members and are as follows:

Finance, Budget and Loan Committee - This Committee shall be chaired by the Treasurer and shall recommend actions and policies to the Board regarding the expanding and investing of funds.

Annual Meeting Committee - This Committee shall be chaired by the Secretary and shall have responsibility for coordinating the arrangements and planning the agenda for the organization's Annual Meeting.

Nominating Committee - This Committee shall be chaired by the Immediate Past President and shall have the responsibility of nominating persons to serve on the Board of Directors.

Proposals, Projects and Development Committee - This Committee shall be responsible for reviewing and/or proposing special activities; also, for recommending policies and procedures to stimulate the development of the organization; and, for recommending the most appropriate disposition of assets other than cash. The Vice-President shall serve as chairman of this committee.

ARTICLE XII

BY-LAWS - STANDING COMMITTEES

The By-Laws shall establish the method for appointment of standing committees and ad hoc committees, provided that there shall be a standing Membership Committee and a standing Nominating Committee.

ARTICLE XIII

SEAL OF THE CORPORATION

The seal of the Corporation shall be adopted by the Board of Directors and shall include: (1) the words, "South Florida State College Foundation, Incorporated"; and (2) the words "Corporation not for Profit".

REAL ESTATE THE CORPORATION MAY HOLD

The amount of real estate which the Corporation may hold is unlimited.

AMOUNT OF INDEBTEDNESS

The highest amount of indebtedness of liability to which this corporation may at any time subject itself shall be the sum of FIVE HUNDRED THOUSAND (\$500,000.00) DOLLARS.

POWER TO BOND OR MORTGAGE

This Corporation shall have power to bond or mortgage its property in a sum not exceeding THREE HUNDRED THOUSAND (\$300,000.00) DOLLARS for the purpose of carrying into effect the objective of its Corporation as set forth in this Charter, or for any portion or part thereof.

ARTICLE XIV

DUES

To broaden the base of membership in the Foundation, the following categories of membership are established: Lifetime Membership for contributions of \$100 each; Distinguished Membership for contributions of \$10,000 or more within a ten-year period; Sustaining Membership for business, industrial or other firms for contributions of \$500 per year and a Memorial Membership for \$300 or more in honor of some deceased person. The Distinguished Membership shall be retroactive and shall be accompanied by an Honorary Doctorate of Philanthropy awarded by the South Florida State College Foundation, Inc., at the Foundation Annual Banquet, or at the South Florida State College Annual Commencement Exercise.

ARTICLE XV

SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization. The Board of Directors shall require full and complete documentation of any request for corporate funds payable to any member of the Foundation.

ARTICLE XVI

DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as it may be amended, modified, or superseded, from time to time, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of the Corporation.

ARTICLE XVII

BY-LAWS - ADOPTION AND ALTERATION

By-Laws of this Corporation will be adopted in the first instance by the first Board of Directors but may be amended, altered or rescinded the following manner;

Any amendment, alteration or rescission shall be presented by the Board to the membership at any annual or special meeting. The proposed change may then be adopted by the approval of one-half (1/2) of the membership present at such annual or special meeting.

AMENDMENTS

Amendments to these Articles of Incorporation shall be formulated by the Board of Directors and presented by the Board to the membership at any annual or special meeting. Such proposed amendments may then be adopted by the approval of two-thirds (2/3) of the members present at such annual or special meeting.

ARTICLE XVIII

TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE XIX

The names and residences of the subscribers to these Articles of Incorporation are:

WILFORD J. BEUMEL	Post Office Box 1175 Avon Park, FL 33825
EUGENE BIGBIE	Post Office Box 508 Avon Park, FL 33825
DONALD FARRENS	1330 East Lake Lotela Drive Avon Park, FL 33825
BEN HILL GRIFFIN, JR.	10 Lake Byrd Blvd. Avon Park, FL 33825

EILEEN S. HARPER	Post Office Box 342 Avon Park, FL 33825
DR. HAROLD E. HENDERSON	P. O. Box 698 Wauchula, FL 33873
CATHERYN B. McDONALD	Route 3, 804 W. Palmetto Wauchula, FL 33873
CHARLES S. METCALFE, JR.	200 East Charles Street Avon Park, FL 33825
RICHARD E. MORLEY	600 West College Drive Avon Park, FL 33825
JAMES R. RENFRO	1400 West State Street Avon Park, FL 33825
RONALD W. SACHSENMAIER	Post Office Box 342 Avon Park, FL 33825
PEGGY E. SHACKELFORD	Post Office Box 1420 Wauchula, FL 33873
BONITA R. SWANN	513 E. Palmetto Street Wauchula, FL 33873
MARY ELLEN WARD	Post Office Box 177 Avon Park, FL 33825
BETTY WILD	P.O. Box 1054 Avon Park, FL 33825
WENDELL WILLIAMS	1110 North Florida Avenue Avon Park, FL 33825

ARTICLE XX

The initial registered agent of the Corporation is J. DAVID LANGFORD, whose street address is 118 South Anoka Avenue, Avon Park, Florida 33825.

ARTICLE XXI

INDEMNIFICATION

SECTION 1. The Corporation shall indemnify any director made a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or an officer of the Corporation, or a trustee or director or officer of any other corporation, which he serves as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of gross negligence or intentional misconduct in the performance of his duty to the Corporation.

SECTION 2. The Corporation shall indemnify any director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such director for an act alleged to have been committed by such director in his capacity as director or as an officer of the Corporation, or in the capacity of a trustee, director or officer of any other corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of *nolle contendere* shall not in itself create a presumption that any director did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE XXII

COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date of filing of these Articles of Incorporation.

Amended: April 26, 1990

May 9, 1995

March 15, 2005

April 28, 2012