

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
NORTH FLORIDA COMPENSATION & BENEFITS  
ASSOCIATION, I**

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*Amended & Restated*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA COMPENSATION & BENEFITS ASSOCIATION, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of North Florida Compensation & Benefits Association, Inc., originally filed on January 6, 2004, are hereby amended and restated in their entirety, pursuant to Section 617.1007, Florida Statutes, to read as follows:

**ARTICLE I**  
**Name**

The name of this corporation is North Florida Compensation & Benefits Association, Inc. (the "Corporation").

**ARTICLE II**  
**Principal Office or Mailing Address**

The principal office of the Corporation is located at 562 Park Street, Jacksonville, Florida 32204, and its mailing address is P.O. Box 5802, Jacksonville, Florida 32207.

**ARTICLE III**  
**Purposes**

The Corporation is organized and shall be operated exclusively as a not-for-profit public benefit corporation that (a) is not organized for profit and (b) no part of its net earnings will inure to the benefit of any private individual, consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to provide for education and improvement of skills of members of the Corporation in the area of compensation and benefits practices.

**ARTICLE IV**  
**Powers**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act (including all) those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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**ARTICLE V**  
**Board of Directors**

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have nine (9) Directors upon the effective date of these Amended and Restated Articles of Incorporation. The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The Directors shall be elected and shall serve terms as provided in the Bylaws.

(c) The names of the members of the Board of Directors who shall serve until their successors are duly elected are as follows:

Melissa L. Coppedge  
Chris Harper  
Casey Sharp  
Reese Dowell  
Debbie Cato  
Nancy Hasty  
Kathleen A. O'Day  
Beth B. Marquette  
Hallie Day

**ARTICLE VI**  
**Officers**

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

**ARTICLE VII**  
**Registered Office and Agent**

The street address of the registered office of this Corporation is 562 Park Street, Jacksonville, Florida 32204, and the name of the registered agent of this Corporation at that address is Melissa Coppedge.

**ARTICLE VIII**  
**Duration**

The Corporation shall exist perpetually.

**ARTICLE IX**  
**Members**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Corporation.

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**ARTICLE X****Bylaws**

(a) The members of the Corporation entitled to vote, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Amended and Restated Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Corporation who are present at any regular meeting, or any special meeting for this purpose.

**ARTICLE XI****Amendments**

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Amended and Restated Articles of Incorporation.

**ARTICLE XII****Indemnification**

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(6) of the Code.


**Adoption of Amended and Restated Articles of Incorporation**

The foregoing Amended and Restated Articles of Incorporation were (a) unanimously adopted and approved by the Corporation's Board of Directors on October 15, 2013 and (b) adopted by a majority of the Corporation's members in accordance with Section 617.1006(3), Florida Statutes, on December 16, 2013. The number of votes cast by the directors and the members for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

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IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 19 day of December, 2013, for the purpose of Incorporating as a corporation not-for profit under the laws of the State of Florida.

  
Melissa Coppedge, President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act;

That North Florida Compensation & Benefits Association, Inc., with its principal office at 562 Park Street, Jacksonville, Florida 32204, has named Melissa Coppedge, located at 562 Park Street, Jacksonville, Florida 32204, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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

  
Melissa Coppedge

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