

N04000009191

Bob & Shawn Marie Cherry
167 Savannah Park Loop
Casselberry, FL 32707

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000042484490

11/09/04--01031--008 **35.00

*Rstart
Theis*

FILED
05 MAR 25 10 12 AM
FBI - TAMPA

Florida Dept of State
Division of Corporations
Attn: Thelma Lewis
P.O. Box 6327
Tallahassee, FL 32314

March 8, 2005

Subject: Restated Articles of Incorporation for INFRAGARD ORLANDO
MEMBERS ALLIANCE, INC.

Ref. Number: N04000009191
Letter No.: 704A00065520

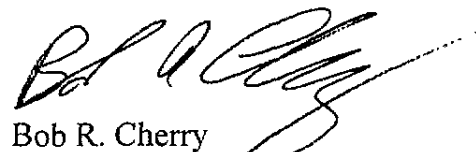
Ms. Lewis:

Enclosed please find a copy of the Restated Articles of Incorporation for the
INFRAGARD ORLANDO MEMBERS ALLIANCE, INC. along with a check for
the filing fee of \$35.00.

I hereby certify that these Restated Articles of Incorporation were adopted by the
InfraGard Orlando Members Alliance, Inc., Board of Directors at its regularly
scheduled meeting on March 8, 2005. These Restated Articles do not contain any
amendments requiring member approval.

If you have any questions, please do not hesitate to contact me, Bob R. Cherry, at
407-823-5949. I am on the Board of Directors of the InfraGard Orlando Members
Alliance, Inc. and hold the position of Legal Officer.

Thank you for your time and attention to this matter.



Bob R. Cherry
Legal Officer, IOMA, Inc.

Enclosures:
Copy of letter number: 704A00065520 (for reference purposes)
Restated Articles of Incorporation
Check No. 3064 for \$35.00



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 17, 2004

BOB & SHAWN MARIE CHERRY
167 SAVANNAH PARK LOOP
CASSELBERRY, FL 32707

SUBJECT: INFRAGARD ORLANDO MEMBERS ALLIANCE, INC.
Ref. Number: N04000009191

We have received your document for INFRAGARD ORLANDO MEMBERS ALLIANCE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We are asking you to file Restated Articles, because the Original Articles of Incorporation were filed on 9-24-04.

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 704A00065520

**RESTATED
ARTICLES OF INCORPORATION
OF
INFRAGARD ORLANDO MEMBERS ALLIANCE**

FILED
05 MAR 25 11 12 AM

ARTICLE I: The name of the corporation shall be InfraGard Orlando Members Alliance, Inc., (hereafter "the Corporation" or "the IOMA" or "Orlando InfraGard").

ARTICLE II: The principal place of business and mailing address of the corporation shall be: 500 Zack Street, Suite 610, Tampa, FL 33602.

ARTICLE III: The Corporation is organized as a Not-For-Profit according to the laws of the State of Florida, pursuant to Chapter 617 of the Florida Statutes. As such, it shall be operated exclusively for charitable, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, but not limited to:

1. The purpose and primary objective of the Corporation is to increase the security of the United States national infrastructures through ongoing exchanges of information relevant to infrastructure protection and through education, outreach, and similar efforts to increase awareness of infrastructure protection issues.
2. The Corporation is established to become a Voting Member of the InfraGard National Members Alliance (INMA). The relationship of the InfraGard Orlando Members Alliance (IOMA) to The InfraGard National Members Alliance (INMA) will be principally defined by an "Operating Agreement" between the IOMA and the INMA. The relationship between the IOMA and the INMA will be further defined by their respective bylaws and national policy.

ARTICLE IV: Directors shall be elected in the manner set forth in the Bylaws. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide. Except as otherwise provided for in this Certificate of Incorporation, the qualifications and rights, including voting rights, of the directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE V: The following three (3) named persons currently hold title as Directors of the Corporation:

1. President: Michael M. Dearing, 4000 Central Florida Blvd, MH 341, Orlando, FL 32816 - 0080.
2. Treasurer: Richard Bracket, 2125 Sandy Hook, Lakeland, FL 33813.
3. Secretary: Lou Garcia, 633 No. Orange Ave, Orlando, FL 32802-2833.

ARTICLE VI: The following named person shall be the Registered Agent of the Corporation:

1. Richard Bracket, 2125 Sandy Hook, Lakeland, FL 33813.

ARTICLE VII: The following named person was the Incorporator of the Corporation, and makes and files this Restatement:

1. Bob R. Cherry, 4000 Central Florida Blvd, HPA I, rm 318, Orlando, FL 32816.

ARTICLE VIII: 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 III hereof.

ARTICLE IX: It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) of the Internal Revenue Code. This Certificate of Incorporation shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under section 501(c)(3) of the Internal Revenue Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X: To further the Corporation's objects and purposes, the Corporation shall have and shall exercise all the powers conferred by the provisions of the laws of the State of Florida upon nonprofit corporations that are consistent with the scope of ARTICLE III hereof. Without limiting the generality of the foregoing, the Corporation shall have the power to sue and be sued, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount or value. The Corporation shall have the right, power and authority: to receive gifts, bequests and contributions outright, in trust or in any other form; to grant and exercise options to buy or sell; to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by placing one or more liens on the realty and/or personal property of the Corporation; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. The Corporation shall have the right, power and authority to collect dues, and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the purposes set forth in ARTICLE III. The Corporation shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

ARTICLE XI: The Corporation shall not have any capital stock.

ARTICLE XII: The conditions of membership in the Corporation shall be stated in the Bylaws.

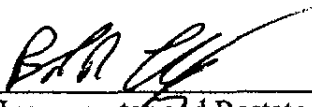
ARTICLE XIII: Upon any dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to such nonprofit organization or organizations that the Board of Directors determines have similar charitable, educational or scientific purposes as the Corporation and which then qualify as an organization described in 501(c)(3) of the Internal Revenue Code. 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 then is located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or to such organization or organizations described in section 501(c)(3) of the Internal Revenue Code as such court shall determine.

ARTICLE XIV: References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

ARTICLE XV: The Corporation shall indemnify its directors and officers for the defense of civil or criminal actions or proceedings as set forth in its Bylaws, so long as such indemnification does not constitute a violation of any provision of the Internal Revenue Code applicable to an organization described in section 501(c)(3) of the Internal Revenue Code. To the fullest extent permitted by the General Corporation Law of the State of Florida, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, so long as such limitation on liability does not constitute a violation of any provision of the Internal Revenue Code applicable to an organization described in section 501(c)(3) of the Internal Revenue Code. Any repeal or modification of this Article shall not adversely affect any right or protection of any director of the Corporation existing at the time of such repeal or amendment.

ARTICLE XVI: To amend this Certificate of Incorporation, the Board of Directors shall adopt a resolution setting forth the amendment proposed and declaring its advisability. If a majority of the Voting Affiliates vote in favor of such amendment, the amendment shall become effective upon filing in accordance with Florida General Corporation Law.

THE UNDERSIGNED, being named in ARTICLE VII above as the Incorporator and being responsible for filing this Restatement for the purpose of amending the Articles of Incorporation of this Corporation, pursuant Florida Law, does certify that these Restated Articles of Incorporation were properly adopted by the Board of Directors on the 8th day of March, 2005. Furthermore, I declare that no amendments contained herein require member approval. Lastly, I declare and certify that the facts herein stated are true, and accordingly hereunto set my hand to this on the 8th day of March, 2005.



Incorporator and Restator/Director

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: InfraGard Orlando Members Alliance
2. The principal office address: 500 Zack Street, Suite 610, Tampa, FL 33602
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 9/24/2004 Document number: NO4000009191
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:
Richard Brackett
2125 Sandy Hook
Lakeland, Florida 33813
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

(P.O. Box NOT acceptable)

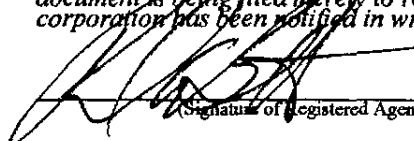
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Richard A. Brackett, 1st Vice President
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

April 4th, 2005
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

* * * FILING FEE: \$35.00 * * *

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314