

NID4485

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

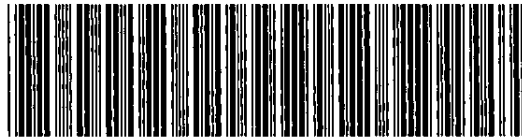
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

NO Address listed
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Attachment

Office Use Only



300234977843

05/16/12--01012--016 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 16 AM 8:55

Amend
@ 5/31/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Alachua County Youth Fair and Livestock Show Association, Inc.

DOCUMENT NUMBER: N04485

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

Please return all correspondence concerning this matter to the following:

Lorrie J. Smith

(Name of Contact Person)

Alachua County Youth Fair & Livestock Show Association, Inc.

(Firm/ Company)

2800 NE 39th Avenue

(Address)

Gainesville, FL 32609-2658

(City/ State and Zip Code)

acyfls@gmail.com

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

For further information concerning this matter, please call:

Lorrie J. Smith

(Name of Contact Person)

at (352) 264-6858

(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

Alachua County Youth Fair and Livestock Show Association, Inc.

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

N04485

(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:

N/A

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

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
12 MAY 16 AM 8:55

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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 <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
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	_____	_____	_____ _____ _____

(attach additional sheets, if necessary). (Be specific)

[illegible]

12 CA 137

IN THE CIRCUIT COURT OF THE EIGHTH JUDICIAL CIRCUIT,
IN AND FOR ALACHUA COUNTY, FLORIDA

IN RE:

CASE NO.:

ALACHUA COUNTY YOUTH
FAIR AND LIVESTOCK SHOW
ASSOCIATION, INC.,

DIVISION:

a Florida Not-for-Profit
Corporation.

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2710747 10 PG(S)
April 30, 2012 08:40:30 AM
Book 4102 Page 152
J. K. IRBY Clerk Of Circuit Court
ALACHUA COUNTY, Florida



**ORDER APPROVING AMENDED AND RESTATED CHARTER AND DECREE
INCORPORATING THE SUBSCRIBERS UNDER THE CHARTER**

THIS CAUSE came on to be heard on the Petition for an Order Approving Amended and Restated Charter and Issuance of Decree Incorporating the Subscribers Under the Charter, and the Court being otherwise fully advised in the premises, and finding that the primary object of the Amended and Restated Charter is public service and Charter as Amended and Restated meets the requirements of Florida Statutes, Chapter 616.05, it is

ORDERED, ADJUDGED AND DECREED that:

A. The Amended and Restated Charter dated October 25, 2011, having been endorsed by the Florida Department of Agriculture and Consumer Services on December 6, 2011, and published according to F. S. 616.03, is hereby approved;

B. The Subscribers under the Amended and Restated Charter dated October 25, 2011 are hereby incorporated for the objects and purposes and with the powers therein specified.

C. This Order shall be recorded together with the Amended and Restated Charter in the Public Records of Alachua County, Florida.

DONE AND ORDERED in Chambers at Gainesville, Alachua County Florida, this

23 day of April, 2012.

Hulslander
J. K. IRBY
CLERK OF COURTS
ALACHUA COUNTY, FL
CIRCUIT JUDGE

Copy furnished to:

Lauren N. Richardson, Esq.

2012 APR 23 PM 3:29



J. K. Irby, Circuit and County Court Clerk, Alachua County, Florida, certifies this is a true copy of the document of record in this office, which may have been redacted as required by law. Witness my hand and seal on May 1, 2012
By *J. K. Irby*
J. K. Irby, Clerk, Circuit and County Court

FILED
OK 41



10

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION AND CHARTER
OF
ALACHUA COUNTY YOUTH FAIR
AND
LIVESTOCK SHOW ASSOCIATION, INC.**

ARTICLE I

Name and Principal Place of Business

The name of the Corporation and the place where the principal office is to be located is: ALACHUA COUNTY YOUTH FAIR AND LIVESTOCK SHOW ASSOCIATION, INC. (a Florida Not-for-Profit Corporation) whose principal place of business is 2800 N.E. 39th Avenue, Gainesville, Florida, 32609.

ARTICLE II

Objects, Powers and Purposes

The sole purpose of this corporation is to conduct and operate public fairs and expositions pertaining to agricultural matters and more particularly to the exhibition of livestock, poultry, crafts, youth projects and farm products.

In connection with the fulfillment of its sole purpose, the Corporation is empowered to:

1. To promote for the youth of Alachua County livestock shows and expositions that will reflect the deep interest of the community in the development of young people in agricultural fields.
2. To prepare and direct the lives of young people toward success and satisfaction in agricultural pursuits.
3. To provide educational and technical instruction in the handling and care of livestock to capture the attention of the community and increase the awareness of the community in the beneficial nature of livestock production and to bring together community agricultural and business interests for such purpose.
4. To further the benefit and development of the educational, agricultural, horticultural, livestock and other resources of the state or any county or counties of the state.

To this end, the Corporation is empowered to perform all acts authorized by law; provided, however, the corporation shall not engage in any activity that is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding future provision of the Revenue Code, and the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office. No part of the net earnings of this Corporation shall inure to the benefit of any member or private individual, and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

ARTICLE III

Membership

The members of the Board of Directors of the Corporation shall also constitute the entire membership of the Corporation. The qualifications and terms of such membership and of the Board of Directors, and the manner of the admission and expulsion of members and directors shall be as set forth in the By-Laws of the Corporation.

The Board of Directors shall consist of up to thirty persons as determined by the previous year's Board. The procedure for selection of members of the Board of Directors shall be as follows:

- A. The President shall appoint a Nominating Committee during any regular monthly meeting of the Board. The Nominating Committee shall seek, interview, and nominate prospective Board members and officers.
- B. Nominations shall be submitted to the Board at any regular meeting, but no later than the regular meeting held prior to the Annual Meeting of Directors.
- C. The nominating committee's recommendations shall be elected by a majority vote of the previous year's Board members.

Tenure and Removal: Duly elected Board members shall serve until the next Annual Meeting of Members and shall be eligible for re-election to the Board until the death, resignation or removal of such member. Any Board member missing three consecutive meetings, without cause, shall automatically be terminated from the Board and notified writing by certified mail. A majority of the remaining members may reappoint such terminated Board member for one term. Violation of the Board Members Code of Ethics shall be grounds for termination from the Board.

Qualifications: To be eligible to serve as a member of the Board of Directors, candidates will be considered from the following:

- A. He or she is active in the business and activities of the association.
- B. He or she has regularly participated on standing committees and meetings.

- C. He or she has a willingness to serve for the benefit of Youth Agriculture Education.
- D. He or she has a willingness to make a true commitment to attend meetings and serve on committees.
- E. He or she has reviewed and agreed to follow the Board Members Code of Ethics.

ARTICLE IV

Existence

The existence of the corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE V

Subscribers

The names and residences of the subscribers to these Amended and Restated Articles of Incorporation and Charter are as follows:

Michael Anderson	16914 NW County Rd 235A Alachua, FL 32615
Susan Luttrell-Waitcus	15218 NW 258 Place Alachua, FL 32615
Chenoa Dixon	19388 SW 46 Avenue Newberry, FL 32669
Lorrie Smith	11704 NE 4 th Avenue Gainesville, FL 32641
Tonja Bates	5610 SW 190 th Street Archer, FL 32618
Pam Carter	28226 NW County Rd 241 Alachua, FL 32615
Mark Colson	24109 N State Road 121 Alachua, FL 32615-4018
Shanna Davis	15423 SW 154 Street Archer, FL 32618

Jon Dolke	13904 NW 270th Avenue Alachua, FL 32615
Kathleen Eubanks	3615 SW Wacahoota Road Micanopy, FL 32667
Emily Eubanks	3509 SW Wacahoota Road Micanopy, FL 32667
James Feagle	23218 NW 52 Avenue Alachua, FL 32615
Guy Hale	15701 NW 278 Avenue Alachua, FL 32615
Jeff Hocutt	620 SW Buck Court Fort White, FL 32038
Jean Kaufman	8729 SW 145 Place Archer, FL 32618
Perry Koon	12419 NW 157 th Street Alachua, FL 32615
Kim Massagee	PO Box 916 Archer, FL 32618
Tom Mikell	15015 NW 85 Street Alachua, FL 32615
Wayne Owens	22120 NW 78 Avenue Alachua, FL 32615
Brian Ritter	9719 NW 249 th Terrace Alachua, FL 32615
Robbie Sand	14806 NW 89 Street Alachua, FL 32615
Annette Short	7480 SW County Rd 341 Trenton, FL 32693
Eddie Skipper	13406 SW 89 th Avenue Archer, FL 32618

George Tatum	26461 NW 160 th Place High Springs, FL 32643
Amanda Weber	14921 NW 121 Terrace Alachua, FL 32615
James Williams	17503 SW 67 th Avenue Archer, FL 32618
Heather Wooley	15500 SW County Rd 346 Archer, FL 32618
Pete Wright	686 SW Buck Court Fort White, FL 32038

ARTICLE VI

Officers

The affairs of the Corporation shall be managed by the following officers: a president, vice-president, secretary, and treasurer, who shall be elected annually at the Annual Membership meeting to be held the second Thursday of May, by the Board of Directors and shall serve in accordance with the By-Laws of the Corporation.

President:	Michael Anderson
Vice-President:	Susan Lutrell-Waitcus
Secretary:	Chenoa Dixon
Treasurer:	Lorrie J. Smith

ARTICLE VII

By-Laws

The By-Laws of the corporation are to be made, altered or rescinded by a majority vote of the Board of Directors present at any special or regular meeting of the board, with notice given as provided by the By-Laws.

ARTICLE VIII

Highest Amount of Liability

The highest amount of indebtedness or liability to which the Corporation may at any time subject itself is: \$250,000.00.

ARTICLE IX

Amendments

These Amended and Restated Articles of Incorporation and Charter may be amended at any regular or special meeting of the Board of Directors by a majority vote of the board and with advance notice given as required by the By-Laws.

ARTICLE X

Registered Agent

Lorrie J. Smith, whose address is 11704 NE 4th Avenue, Gainesville, Florida, 32641, is authorized to serve as registered agent of the Corporation, and the acceptance of the duties of registered agent by said individual is attached hereto.

ARTICLE XI

Distribution on Dissolution

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inured to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of those activities consist of carrying on propaganda or otherwise attempting to influence legislation, or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or other entities of the type which qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or subsequent amendments.

ARTICLE XII

Right to Indemnification

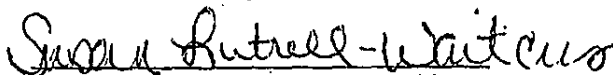
To the extent permitted by the law of Florida, the corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that the person was acting as a director, officer, or employee of the Corporation. Indemnification shall be against all expenses, including without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, and fines reasonably and actually incurred by the person in settlement of any action, suit, or proceedings provided that the Board of Directors shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

DATED this 25 day of October, 2011.

SIGNED BY:



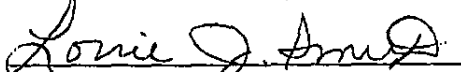
Michael Anderson, President



Susan Luttrell-Waitcus, Vice-President



Cheona Dixon, Secretary



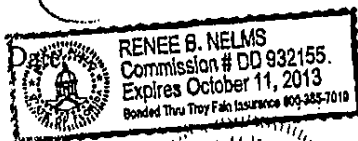
Lorrie J Smith, Treasurer

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared MICHAEL ANDERSON, SUSAN LUTRELL-WAHCUS, CHENOA DIXON and LORRIE SMITH, in witness whereof, the foregoing subscribers to the Amended and Restated Articles of Incorporation and Charter of the Alachua County Youth Fair and Livestock Show Association, Inc., each a person of good character and reputation, who by their signatures duly affixed above, state under oath or affirm that the primary object of the Association is public service; that there has been provided for the purposes of the Association property, money, and other valuable assets in value exceeding \$5,000.00; and that the Association intends in good faith to carry out the purposes and objects set forth in its Charter.


Witness my hand and official seal, in Gainesville, Alachua County, Florida, on this 25 day of October, 2011.

Renee B. Nelms
Notary Public
Print Name:
Commission Expiration Date:
Commission Number:



REGISTERED AGENT'S ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.


LORRIE J. SMITH,
Registered Agent

The date of each amendment(s) adoption: October 25, 2011

Effective date if applicable: October 25, 2011
(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

Signature

5/14/2012
Lorrie J. Smith

(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)

Lorrie J. Smith

(Typed or printed name of person signing)

Treasurer

(Title of person signing)