



## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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Indian River Estate Planning Council, Inc.

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ ✓ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth

08/28/18

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
INDIAN RIVER ESTATE PLANNING COUNCIL, INC.  
(a Florida Corporation Not for Profit)

**FILED**

**2018 AUG 28 AM 6:53**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

Effective as of August 23, 2018, the Members and the Board of Directors of the Corporation approved these amended and restated articles of incorporation as the Articles as set forth more fully below. In furtherance thereof, the undersigned hereby files these Articles to completely amend and restate the articles of incorporation of the Corporations that were originally filed with the Florida Department of State, Division of Corporations on August 1, 2005.

Article I

Name

The name of the Corporation shall continue to be the Indian River Estate Planning Council, Inc. The street address of the Corporation shall be 570 Beachland Blvd, Vero Beach, FL 32963, and the mailing address of the Corporation shall be P.O. Box 2098, Vero Beach, FL 32961.

Article II

Purposes

The purposes of the Corporation are as follows:

- A. To promote cooperation among the various professions engaged in the field of estate planning and to foster a better understanding of the relationship which each profession bears to the other and to the general public in the field of estate planning.
- B. To enhance the professionalism and interaction of the members for the benefit of their clients and public.
- C. To increase the overall general knowledge of the membership and to address specific topics of common interest.
- D. To engage in civic, community, educational and scholastic works or other similar activities, and for any other lawful purpose not for pecuniary profit, and the proceeds of which, less necessary and appropriate expenses, shall be devoted exclusively to the purposes enumerated above; and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporate laws or by other law, and to carry out the said purposes in any state, territory, district, or possession of the United States.
- E. Notwithstanding any other provision of these Articles, these purposes are limited to those described in Section 501(c)(6) of the Code. Nothing contained in the foregoing statements of purposes shall be construed to authorize the Corporation to carry on any activity for the profit of its Members, or to distribute any gains, profits, or dividends to its Members as

such. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation, any Member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

### Article III

#### Powers

Except as limited by these Articles or the Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

### ARTICLE IV

#### Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or 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, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or 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.

Section 2. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner, as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of Code.

Article V  
Dissolution

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after paying or making provision for payment of all of the liabilities and necessary expenses thereof, be distributed to such charitable organizations as shall qualify as such under Florida law and Section 501(c)(3) of the Code, as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively to such charitable organization or organizations, as said circuit court shall determine.

Article VI  
Incorporator

The name and address of the original incorporator of the Corporation are as follows:

E. Steven Lauer  
3426 Ocean Drive  
Vero Beach, Florida 32963

Article VII  
Nonstock Corporation

The Corporation shall not have or issue shares of stock.

Article VIII  
Membership

The conditions of membership in the Corporation, and the rights and obligations of its Members, shall be as fixed by, or in the manner provided in, the Bylaws of the Corporation.

Article IX  
Bylaws

The Bylaws of the Corporation may be altered, amended, or repealed and new Bylaws may be adopted either at a regular or special meeting of the Members by vote of a majority of the Members present, provided that notice setting forth such proposed amendments, or a summary of the substance thereof, shall have been delivered to all Members at least ten (10) days prior to such meeting.

Article X  
Board of Directors

Section 1. The Members shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. All powers necessary for the government of the Corporation shall be vested in the Board of Directors. The Board of Directors shall consist of no more than fifteen (15) Members, and no less than nine (9) Members. The manner of election of

the members of the Board of Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the members of the Board of Directors.

Section 2. The names and addresses of the Directors of the Corporation for the 2018-2019 fiscal year are:

Dee Giannotti, 4625 N. Hwy. A1A Suite 2, Vero Beach, FL 32963

Nick Bruce, 756 Beachland Blvd. Vero Beach, FL 32963

William Schlitt, 570 Beachland Blvd. Vero Beach, FL 32963

Shaun Fedder, 736 Beachland Blvd. Vero Beach, FL 32963

Anthony Guettler, 979 Beachland Blvd. Vero Beach, FL 32963

Jim Beindorf, 3003 Cardinal Drive, Suite C, Vero Beach, FL 32963

Justin Larson, 979 Beachland Blvd. Vero Beach, FL 32963

Jeff Pickering, 5070 N. Highway A1A, Suite 200, Vero Beach, FL 32963

Brooke Benzio, 2102 Indian River Blvd., Suite 200, Vero Beach, FL 32963

Beckett Horner, 1515 Indian River Blvd., Suite A-220, Vero Beach, FL 32960

Dillon Roberts, 979 Beachland Blvd. Vero Beach, FL 32963

Christy Northfield, 3525 Ocean Drive, Vero Beach, FL 32963

#### Article XI Indemnification and Liability

The Corporation shall, to the fullest extent permitted by Section 617.0831 with reference to Sections 607.0831 and 607.0850 of the Florida Statutes, as amended from time to time, indemnify all Directors and Officers of the Corporation and, in the discretion of the Board of Directors, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A Director of the Corporation shall under no circumstances have any personal liability to the Corporation or its Members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of Directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

Article XII  
Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is 570 Beachland Blvd, Vero Beach, FL 32963.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is William Schlitt.

Article XIII  
Amendment to Articles of Incorporation

The Articles may be amended, and new articles of incorporation may be adopted either at a regular or special meeting of the Members by vote of a majority of the Members present, provided that notice setting forth such proposed amendments, or a summary of the substance thereof, shall have been delivered to all Members at least ten (10) days prior to such meeting.

Article IX  
Definitions

The following terms shall have the meaning set forth beside them for the purposes of these Articles:

“Articles” shall mean these Amended and Restated Articles of Incorporation, as may be subsequently amended or restated from time to time.

“Board of Directors” shall have the meaning set forth in Section 617.01401(2) of the Florida Statutes for the Corporation.

“Bylaws” shall have the meaning set forth in Section 617.01401(3) of the Florida Statutes for the Corporation.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time, and “Section” shall reference the corresponding section of the Code.

“Corporation” shall mean the Indian River Estate Planning Council, Inc., a Florida not for profit corporation.

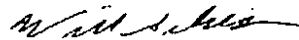
“Director” or “Directors” shall mean any one or more of the members of the Board of Directors, as the context requires.

“Member” shall have the meaning set forth in Section 617.01401(12) of the Florida Statutes for the Corporation.

“Officer” shall mean any one or more of the appointed officers of the Corporation as set forth in these Articles or the Bylaws.

"Section" shall mean that reference to the enumerated section of the Code or of the Florida Statutes, as applicable.

These Articles were adopted by the Members and the number of votes cast for the amendment was sufficient for approval. In witness whereof, the undersigned has hereunto set his hand and seal this 23rd day of August, 2018.



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William F. Schlitt  
as: President  
of: Indian River Estate Planning Council, Inc.

Acknowledgement of Registered Agent

Having been named as the registered agent to accept service of process of the Corporation at the place designated in these Articles, I am familiar with and accept appointment as registered agent and agree to act in this capacity.



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William F. Schlitt  
as: Registered Agent