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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PALM COAST/FLAGLER FRIENDS OF TENNIS, INC

DOCUMENT NUMBER: NO5000011446

RESTATED ARTICLES OF INCORPORATION
The enclosed ~~Articles of Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Theodore MARKOWSKI
(Name of Contact Person)

(Firm/ Company)

14 Kingfisher Lane
(Address)

PALM COAST, FL 32137
(City/ State and Zip Code)

For further information concerning this matter, please call:

Theodore MARKOWSKI at (386) 447-0166
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
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Certified Copy
(Additional Copy
is enclosed) |
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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 32399

RESTATED
ARTICLES OF INCORPORATION
OF
PALM COAST/FLAGLER FRIENDS OF TENNIS, INC.

A Florida Corporation Not For Profit

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ARTICLE I. NAME

The name of this corporation is: Palm Coast /Flagler Friends of Tennis, Inc.

ARTICLE II. ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is 14 Kingfisher Lane, Palm Coast, Florida 32137.

ARTICLE III. PURPOSE

This corporation is organized exclusively for all purposes for which a corporation, not-for-profit, may be formed under the laws of the State of Florida; specifically excluded from the corporation's purposes are any pecuniary profit or financial gain. The purposes of the corporation include, but are not limited to the following:

- a. To promote, encourage, and foster the development and growth of the sport of tennis at both the junior and adult levels in the Palm Coast/Flagler area;
- b. To provide opportunities for persons of all ages to learn and engage in a wholesome, lifetime sport and recreational activity, and to foster the development of facilities and events that will allow tennis players of all ages and skill levels to develop through local, regional, state and national competition;
- c. To promote physical fitness and encourage proper conditioning and healthy habits;
- d. To provide opportunities for healthy social, emotional and educational development of young persons through peer encounters in athletics and through family participation;
- e. To operate exclusively in any manner for such charitable and educational purposes as will qualify the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding or additional provisions of any subsequent federal tax law or laws;
- f. To assist local government at the city and county level with providing quality recreational tennis activities and facilities, through organizing and running league tennis activities, encouraging the tennis development of young persons, assisting underprivileged young persons by providing or paying for instruction or otherwise

making the means to instruction available, and by promoting amateur tennis competition.

ARTICLE IV. BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of, and affairs of the corporation shall be managed under the direction of, a Board of Directors (the Board). The Board shall be composed of not less than 11 Directors, elected from the membership of the corporation. Each Officer of the corporation, upon election, shall automatically sit on the Board as a Director. The remaining Directors of the corporation shall be elected by the membership by such procedures and for such terms as may, from time to time, be specified by the bylaws of the corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board shall have all the rights, powers, and privileges prescribed by law for directors of a corporation for profit, including the power to establish an executive committee and other committees composed of members of the Board and members of the corporation. The Board may, on an "as needed" basis or through the bylaws, authorize an executive committee composed of the Chairperson, Vice Chairperson, Treasurer, Secretary, and Immediate Past Chairperson to act on behalf of the entire Board in the interim between regularly scheduled meetings of the Board. The Board may by majority vote require that certain business or actions of the corporation be approved by a majority of the full Board. The Board may, at any regular meeting, by majority vote of the Directors present and voting, fill any vacancy among the Officers or on the Board of Directors for the unexpired term of any such position. The initial Board of Directors of the corporation, set forth below, shall hold office for such terms as provided in the bylaws and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Arlene Burnett
P.O. Box 352671
Palm Coast, FL 32137

Mary Lou DeVane
39 Budfield Drive
Palm Coast, FL 32137

Margaret Evans
8 Bristol Lane
Palm Coast, FL 32137

Morgan Evans
8 Bristol Lane
Palm Coast, FL 32137

Sharon Hepburn
19 Commander Court
Palm Coast, FL 32137

William Hepburn
19 Commander Court
Palm Coast, FL 32137

George Libonate
6 Crow Court
Palm Coast, FL 32137

Theodore Markowski
14 Kingfisher Lane
Palm Coast, FL 32137

Carol Ogden
77 Longview Way N.
Palm Coast, FL 32137

Sandra Siepietoski
172 Lookout Drive
Flagler Beach, FL 32136

Theresa Wiss
6 Crow Court
Palm Coast, FL 32137

Donald Wolf
80 Old Oak Drive S.
Palm Coast, FL 32137

Marie Wolf
80 Old Oak Drive S.
Palm Coast, FL 32137

ARTICLE V. REGISTERED AGENT

The name and Florida street address of the registered agent is:

Theodore Markowski
14 Kingfisher Lane
Palm Coast, FL 32137

ARTICLE VI. INCORPORATOR

The name and street address of the Incorporator is:

Theresa Wiss
6 Crow Court
Palm Coast, FL 32137

ARTICLE VII. OFFICERS

The Officers of the corporation shall be the Chairperson, Vice Chairperson, Treasurer, Secretary, and the Immediate Past Chairperson. The Officers shall have the duties specified by the bylaws of the corporation. The Officers shall be elected based upon the procedures specified in the bylaws. Each Officer shall also sit as Director on the corporation's Board of Directors. The Chairperson shall act as the chairperson of the Board of Directors.

The initial Officers of the corporation, set forth below, shall hold office until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Chairperson

Marie Wolf
80 Old Oak Drive
Palm Coast, FL 32137

Vice Chairperson

William Hepburn
19 Commander Court
Palm Coast, FL 32137

Treasurer

Theodore Markowski
14 Kingfisher Lane
Palm Coast, FL 32137

Secretary

Sharon Hepburn
19 Commander Court
Palm Coast, FL 32137

ARTICLE VIII. MEMBERSHIP

Membership shall be open to any person interested in furthering the purposes of the corporation, as set forth in these articles, and who qualifies for membership in accordance with the bylaws of the corporation, as may be adopted or amended from time to time by the Officers and Directors of the corporation. The membership shall elect the Officers and Directors of the corporation, by the procedures specified in the bylaws of the corporation. The membership shall have such additional voting rights as shall, from time to time, be set forth in the bylaws of the corporation.

ARTICLE IX. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE X. BYLAWS

The Officers and Directors of the corporation shall prescribe the bylaws for the operations and activities of the corporation, and shall amend or modify the bylaws from time to time, for the best advantage of the corporation and its purposes as stated herein.

ARTICLE XI. AMENDMENTS

The Board of Directors shall have the power to amend or restate the Articles of Incorporation by the affirmative vote of a majority of the Directors.

ARTICLE XII. EARNINGS, ACTIVITIES AND PROHIBITED ACTIVITIES

The corporation is organized as a not-for-profit entity for charitable, educational and public service purposes.

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that

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 herein.

- b. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law).
- d. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- e. The corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Reg. 501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

ARTICLE XIII. DECLARATION, DISSOLUTION AND DISTRIBUTION OF ASSETS

The property of the corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

Upon dissolution of the corporation, the Officers and Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any future United States Internal Revenue Law), as Officers and Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ACKNOWLEDGMENT:

The undersigned Chairperson of the Board of Directors of the Palm Coast/Flagler Friends of Tennis, Inc., a Florida not for profit corporation, has executed these Restated Articles of

Incorporation after the adoption of the Restated Articles of Incorporation by the Board of Directors as of this 30th day of January, 2006. Member approval not required.

By: Marie Wolf

Marie Wolf
Chairperson/Director