

ND5 0000/2041

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

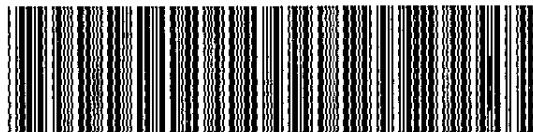
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800063538508

Amended &  
Restated

RECEIVED  
05 JAN 23 PM 3:06  
TALLAHASSEE, FLORIDA

02250, 01048, 04104  
9017/106  
FILED  
JAN 22 2006  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 826644 82866A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 43.75

ORDER DATE : January 23, 2006  
ORDER TIME : 1:33 PM  
ORDER NO. : 826644-005  
CUSTOMER NO: 82866A

DOMESTIC AMENDMENT FILING

NAME: PROGRESS POLK, INC.

EFFECTIVE DATE: -

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Jamela Fordyce -- EXT# 2936

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 24, 2006

CSC  
Atten: Jamela Fordyce  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: PROGRESS POLK, INC.  
Ref. Number: N05000012041

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for PROGRESS POLK, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

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.

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed 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.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 906A00005007

RECEIVED  
06 FEB - 6 PM 1:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR  
PROGRESS POLK, INC.

FILED  
06 JAN 23 AM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A FLORIDA NOT FOR PROFIT CORPORATION

These Amended and Restated Articles of Incorporation for Progress Polk, Inc. (Document Number N05000012041) were adopted on December 21, 2005, by a sufficient number of the members of the Board of Directors (in the absence of any members of this organization) for the purpose of fully amending and restating the Articles of Incorporation electronically filed with the Florida Secretary of State on or about December 1, 2005, under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. The amended and restated Articles of Incorporation read as follows:

ARTICLE I: NAME AND ADDRESS

The name of this corporation is PROGRESS POLK, INC. Its principal place of business and mailing address is c/o Ronald L. Clark, 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

ARTICLE II: PURPOSE

The purpose for which this corporation is operated is exclusively to promote the social welfare of the citizens of Polk County, Florida ("Polk"), within the meaning of Section 501(c)(4) of the Internal Revenue Code or the corresponding provision of any future United States tax code, by (i) engaging in conduct promoting and improving the economic development of Polk in a manner which attracts quality employers with higher paying jobs to this community; (ii) assisting in the planning and development of the growth management and infrastructure of Polk in a manner that is economically viable and protects the environment and quality of life of this community; and (iii) supporting a comprehensive system of local government that is responsive to the basic needs of

Polk's citizens, and that is effective, efficient and diverse. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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.

### ARTICLE III: POWERS

The corporation shall have the power to:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
2. Adopt and use a corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit" or similar language.
3. Elect or appoint such officers and agents as its affairs shall require.
4. Adopt, change, amend and repeal By-Laws in a manner which is not inconsistent with local, state or federal laws or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
5. Increase, by a vote of its members cast as the By-Laws may direct, the number of its *directors, managers, or trustees* so that the number shall not be less than three (3) but may be any number in excess thereof.
6. Make contracts and incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
7. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
8. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.

9. Lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
10. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
11. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized and operated.
12. Merge and consolidate with other corporations, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

#### ARTICLE IV: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

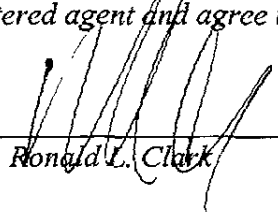
No officer or member of the board of directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation to the extent the same are authorized by the board of directors.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 of the Internal Revenue Code, or the corresponding section of any further United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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 is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V: RESIDENT AGENT

The name and address of the corporation's initial Resident Agent in Florida is Ronald L. Clark, whose Florida street address is 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Ronald L. Clark

#### ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Ronald L. Clark, 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

#### ARTICLE VII: MEMBERSHIP

(a) Membership in this corporation shall be open to any interested person who is a resident of Polk and who is over eighteen (18) years of age.

(b) Only members in good standing of the corporation as defined in the By-Laws shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

#### ARTICLE VIII: OFFICERS

(a) The officers of this organization shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until the first annual meeting of the membership in accordance with the By-Laws are:

Chairman	Hunt Berryman
Vice-Chairman	Gene Engle
Treasurer	David Touchton
Secretary	Ronald A. Morrow

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

#### ARTICLE IX: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have nine (9) directors initially. The number of directors may be increased or

decreased from time to time in accordance with the By-Laws, but shall never be less than three (3).

(a) The board of directors shall be members of the corporation.

(b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

(c) The names and addresses of those who are to serve as the directors until the first annual meeting of the membership of the corporation, are:

Gene Engle	432 Eunice Road Lakeland, Florida 33803
Hunt Berryman	3328 Bridgefield Drive Lakeland, Florida 33803
Wayne Watters	P.O. Box 2710 Winter Haven, Florida 33883
Bob Adams	3020 South Florida Avenue, Suite 101 Lakeland, Florida 33803
Sam Killebrew	2830 Winter Lake Road Lakeland, Florida 33803
David Touchton	P.O. Box 1076 Lakeland, Florida 33802
Dean Saunders	5120 South Lakeland Drive Lakeland, Florida 33813
Ronald A. Morrow	1776 6 <sup>th</sup> Street NW #510 Winter Haven, Florida 33881
Ronald L. Clark	500 South Florida Avenue, Suite 800 Lakeland, Florida 33801

#### ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

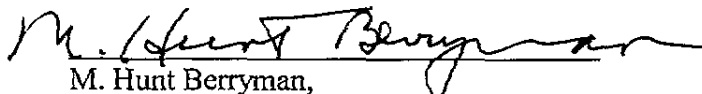
These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.1002.



#### ARTICLE XI: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, M. Hunt Berryman, the undersigned subscribing officer, have hereunto set my hand and seal this 3<sup>rd</sup> day of February, 2006, for the purpose of amending and restating the Articles of Incorporation of Progress Polk, Inc, a Florida Not For Profit Corporation.

  
M. Hunt Berryman,  
as President of Polk Progress, Inc.