

NO6000000913

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(City/State/Zip/Phone #)

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☐ WAIT

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(Business Entity Name)

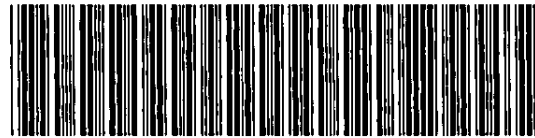
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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS  
HALL COUNTY, MISSISSIPPI

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Inc. Amend

1.

The Clay County Chamber of Commerce Foundation  
(CORPORATE NAME AND DOCUMENT #) Inc.

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
DEPARTMENT OF STATE  
13 SEP -5 AM 3:11

September 4, 2013

CORPORATE ACCESS INC.  
P. O. BOX 37066  
TALLAHASSEE, FL 32315

SUBJECT: THE CLAY COUNTY CHAMBER OF COMMERCE FOUNDATION,  
INC.

Ref. Number: N06000000913

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

We can use the information listed in Article XII - Adoption instead of the certificate mentioned above as long as the paragraph is not listed as an Article in the Amended and Restated Articles. If you decide to use this paragraph, please remove the wording "ARTICLE XII - ADOPTION" from your document.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 013A00020860

*Corrected &  
Resubmitted*

AMARTmf  
CHAMFOARTcdt

FILED  
13 SEP -5 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**THE CLAY COUNTY CHAMBER OF COMMERCE FOUNDATION, INC.,**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on January 24, 2006; Document Number N06000000913.

ARTICLE I - NAME

The name of this Corporation is:  
**The Clay County Chamber of Commerce Foundation, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is:

1734 Kingsley Avenue  
Orange Park, Florida 32073

The mailing address of the Corporation is:

1734 Kingsley Avenue  
Orange Park, Florida 32073

### ARTICLE III - DURATION

This Corporation commenced its corporate existence on January 24, 2006. This Corporation shall exist perpetually.

### ARTICLE IV - PURPOSE

This Corporation is organized for the following purposes:

(a) This Corporation was and is formed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt foundation thereunder, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, and its Regulations, now existing or hereafter amended; and

(b) This Corporation was and is organized for general educational, college scholarship, community economic development, and charitable purposes; and

(c) This Corporation was and is formed to encourage, solicit, receive and administer gifts, grants, bequests, donations, volunteerism and good deeds for the advancement, assistance and strengthening of educational, community outreach and community economic development activities, and the awarding of college scholarships, in Clay County, Florida; and

(d) The transaction of any and all other lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Section 617.0302, et

sequitur, Florida Statutes, as amended, and the doing of all lawful things related thereto.

#### ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the Registered Agent of this Corporation is:

Douglas P. Conkey  
1734 Kingsley Avenue  
Orange Park, Florida 32073

#### ARTICLE VI - MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

#### ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised by, its properties managed and controlled by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Board of Directors, shall be by a duly adopted resolution of the Directors or contained within the duly adopted Bylaws of the Corporation.

B. The names and addresses of the current Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George M. Egan	1734 Kingsley Avenue Orange Park, FL 32073
Douglas P. Conkey	1734 Kingsley Avenue Orange Park, FL 32073
Pamela R. Gibson	1734 Kingsley Avenue Orange Park, FL 32073
Margaret T. Hutton	1734 Kingsley Avenue Orange Park, FL 32073
John D. Tabor	1734 Kingsley Avenue Orange Park, FL 32073

ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 in Article IV hereinabove.

B. No part of the activities of the Corporation shall include the publishing or distribution of political statements, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of, or against, any candidate for public office.

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C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes set out in Article IV hereinabove, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

#### ARTICLE X - DISTRIBUTION OF ASSETS

Upon the dissolution, liquidation and winding up of the affairs of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to such organization or organizations



as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located to such organization or organizations as such court shall determine.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a majority vote (greater than 75.0%) of the Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present.

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation which was a sufficient number to approve these Amended and Restated Articles of Incorporation, on August 28, 2013. This Corporation has no Members. Pursuant to Article XI of the prior, original Articles of Incorporation, filed with the Florida Secretary of State, no other or further votes or approvals were necessary.

IN WITNESS WHEREOF, the undersigned authorized Officers and Directors have executed these Amended and Restated Articles of Incorporation on behalf of the Corporation and in their capacity as Officers and Directors on this 28th day of August, 2013.

The Clay County Chamber of Commerce Foundation, Inc.,  
a Florida not for profit corporation

BY: Margaret T. Hutton  
Margaret T. Hutton, Chairman

ATTEST:  
Douglas P. Conkey  
Douglas P. Conkey, Secretary

BY: George M. Egan  
George M. Egan, Director

BY: Douglas P. Conkey  
Douglas P. Conkey, Director

BY: Pamela R. Gibson  
Pamela R. Gibson, Director

BY: Margaret T. Hutton  
Margaret T. Hutton, Director

BY: John D. Tabor  
John D. Tabor, Director



**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR CORPORATION FOR PROFIT**

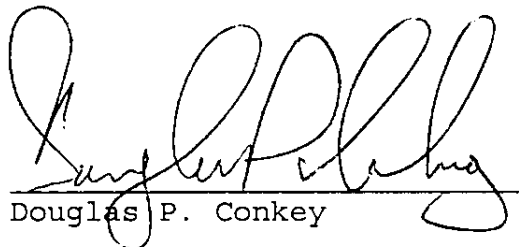
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

The Clay County Chamber of Commerce Foundation, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its Registered Agent agent to accept service of process within this State:

Douglas P. Conkey  
1734 Kingsley Avenue  
Orange Park, Florida 32073

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with said laws of the State of Florida, and I hereby agree to act in this capacity, and I agree to comply with the provisions of said laws.

  
Douglas P. Conkey