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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Professionals Resource Network, Inc.

DOCUMENT NUMBER: N06000008648

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

Please return all correspondence concerning this matter to the following:

Tom Crabb

(Name of Contact Person)

Radey Law Firm

(Firm/ Company)

301 South Bronough St. Suite 200

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

tcrabb@radeylaw.com

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

For further information concerning this matter, please call:

Tom Crabb

(Name of Contact Person)

at (850) 425-6654

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PROFESSIONALS RESOURCE NETWORK, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE I
NAME**

The name of the Corporation is Professionals Resource Network, Inc. In these Amended and Restated Articles of Incorporation, it is referred to as "PRN" or the "Corporation."

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is c/o Radey Law Firm, 301 South Bronough Street Suite 200, Tallahassee, Florida 32301.

The mailing address of the Corporation is Post Office Box 16510, Fernandina Beach, FL 32035.

**ARTICLE III
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV
PURPOSE**

The purposes for which the Corporation is organized are:

(1) The Corporation is organized exclusively for charitable, religious, scientific, or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(2) 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, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's 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 corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

ARTICLE V DISTRIBUTION OF FUNDS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine, or to the federal government, state or local government for a public purpose. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Second Circuit, in and for Leon County, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII DIRECTORS

The total authorized number of directors of the Corporation shall be no less than five (5) directors and no more than twenty-two (22) directors, until changed by an amendment to these articles of incorporation. The method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is c/o Thomas A. Crabb, Esq., Radey Law Firm, 301 South Bronough Street Suite 200, Tallahassee, Florida 32301. The registered agent of the Corporation at that address is Thomas A. Crabb.

**ARTICLE IX
INCORPORATOR**

The Corporation's original incorporator was John M. Knight, 3453 Gardenvue Way, Tallahassee, Florida 32309.

CERTIFICATION

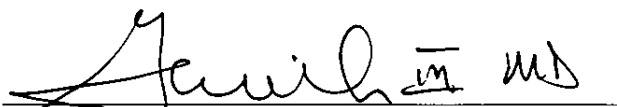
Pursuant to chapter 617, Florida Statutes, Professionals Resource Network, Inc., a Florida domestic corporation not for profit, document number N06000008648, hereby adopts the above Amended and Restated Articles of Incorporation.

Amendments to the Corporation's articles of incorporation made with these Amended and Restated Articles of Incorporation do not require member approval, as the Corporation has no members.

By a majority of directors then in office, the Corporation's Board of Directors adopted these Amended and Restated Articles of Incorporation at a duly-noticed meeting held on September 12, 2014 at Amelia Island, Florida.

The effective date of these Amended and Restated Articles of Incorporation is the date on which they are filed with the Florida Department of State Division of Corporations.

Made and executed this 12th day of September, 2014, at Amelia Island, Florida.

A handwritten signature in black ink, appearing to read "George R. Wilson, III, M.D.", is written over a horizontal line.

George R. Wilson, III, M.D.,
Chair of the Board of Directors