

N06353

(Requestor's Name)

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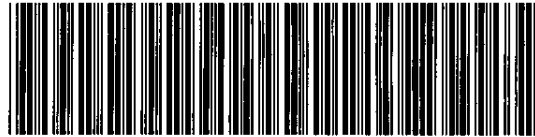
(Business Entity Name)

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TALLAHASSEE, FLORIDA

AMENDED RESUBMITTED
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10/16



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 3, 2007

WILLIAM L. THOMPSON JR,
WILLIAM L. THOMPSON, JR., P.A.
1590 ISLAND LANE, SUITE 26
ORANGE PARK, FL 32003

SUBJECT: CLAY COUNTY CATTLEMEN'S ASSOCIATION, INC.
Ref. Number: N06353

We have received your document for CLAY COUNTY CATTLEMEN'S ASSOCIATION, INC. and check(s) totaling \$32.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$3.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

We are returning your check for \$32.00 to be replaced by one in the correct amount of \$35.00.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 407A00057809



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RECEIVED
2007 OCT 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

1590 ISLAND LANE, SUITE 26
ORANGE PARK, FLORIDA 32003

TELEPHONE: (904) 269-4841
TELEFAX: (904) 269-9303
ELECTRONIC MAIL:
wlt.law@att.net

September 28, 2007

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Clay County Cattlemen's Association, Inc.**

Dear Sir/Madame:

I have enclosed for filing the AMENDED AND RESTATED ARTICLES OF INCORPORATION of CLAY COUNTY CATTLEMEN'S ASSOCIATION, INC. I also have enclosed a check in the amount of \$35.00 representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,

William L. Thompson, Jr.

William L. Thompson, Jr.

Dictated by Mr. Thompson and signed in his
absence to avoid delay

WLT/cbm
Enclosures

cc: Mr. John W. O'Connor (w/o enclosures)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

CLAY COUNTY CATTLEMEN'S ASSOCIATION, INC.

ARTICLE I

NAME

The name of the Corporation is "Clay County Cattlemen's Association, Inc."

ARTICLE II

TERM OF EXISTENCE

The term for which the corporation shall exist shall be perpetual. The term commenced on the date of filing of the original Articles of Incorporation.

ARTICLE III

PURPOSE

The specific purposes and objects of the corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be to organize and carry on charitable and educational activities. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

SCOPE OF ACTIVITY

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the

furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in these Amended and Restated Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and as such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE V

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization 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.

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provision of these Amended and Restated Articles of Incorporation or any other organizational documents of the corporation:

- (a) The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section

501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

(b) No part of the assets or net earnings of the corporation shall be used ever, nor shall the corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

(c) The corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

(d) At no time shall the corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

(e) No part of the income of the corporation shall enure to the benefit of any shareholder, member, trustee, director, officer of the corporation or any 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 member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

(f) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

(i) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

(ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

(iii) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

(iv) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(g) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VI

DISSOLUTION

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections

of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VII

MEMBERSHIP

Section 1. Membership in the Clay County Cattlemen's Association, Inc., shall be of four classifications, to-wit: Active, Associate, Ex-Officio and Honorary. All such members shall be reputable and citizens of the United States of America.

Section 2. Active members shall be restricted to individuals, firms or corporations living in, or engaged in the ownership or active support of the cattle industry or related agriculture activities, in Clay County, Florida.

Section 3. Associate members shall apply to individuals, firms or corporations engaged in the cattle business or related agriculture activities or the active support thereof, not living in or located in Clay County, Florida. Such Associate members shall not be entitled to vote on the floor.

Section 4. Ex-Officio members shall consist of the following: The Clay County Extension Director - Agriculture, and the Clay County Attorney.

Section 5. Honorary membership in this association may be bestowed by recommendation of the Board of Directors and by unanimous vote of approval by those present at a regular, or duly called, special meeting, of the membership. Such Honorary membership shall generally be restricted to members of long standing who have actively supported the organization. These Honorary members may enjoy all of the benefits of this organization. Payment of all membership dues shall be made by the Clay County Cattlemen's Association, and these Honorary members may also serve in an advisory

position on the Board of Directors. Any other Honorary membership shall be limited by restrictions to be contained in the Bylaws adopted by the membership.

Section 6. Annual membership fees, as applicable, shall be established and changed from time to time as set forth in the Bylaws to be adopted by the membership.

ARTICLE VIII

MANAGEMENT

The affairs and functions of this Corporation shall be governed and managed by a President, Vice President, a Secretary, a Treasurer, and a Board of Directors of not less than three (3) or more than fifteen (15) members, and by such other officers and agents as may be elected or appointed from time to time.

An annual meeting of the members of this Corporation shall be held in the fall of each year. The members shall elect a Board of Directors at each annual meeting to hold office for the ensuing year. The Board of Directors, as elected, will hold a meeting as soon thereafter as feasible and at such meeting shall elect the officers for the ensuing year. All officers shall continue in office until their successors have assumed office. Any vacancies that may occur shall be filled by the Board of Directors for the remainder of the unexpired term.

ARTICLE IX

MEETINGS

At any meeting of the membership the presence of fifteen (15) voting members shall constitute a quorum.

At meetings of the Board of Directors attendance of a plurality of the Board members must be realized to constitute a quorum.

The officers and Board of Directors, together with any duly appointed officers or committees, shall be empowered to handle day to day operations and make routine expenditures for the Corporation to function efficiently. The Board of Directors shall have the power to appoint an executive committee which shall have all the powers usual to such committees.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

The registered office of the corporation in the State of Florida is 4441 Weeks Road, Green Cove Springs, Florida, 32043, and the name of the registered agent of the corporation at that address is Randolph Padgett. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE XIV

PRINCIPAL OFFICE

The principal office of the corporation is c/o Randolph Padgett, 4441 Weeks Road, Green Cove Springs, Florida 32043. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE XV

BYLAWS

The Bylaws of this Corporation are to be made by the Board of Directors and may be altered, amended, or rescinded by the majority vote of the Board of Directors present and voting at any meeting.

ARTICLE XVI

AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

These Amended and Restated Articles of Incorporation were adopted at a meeting of members duly held on 9/27, 2007.

* * * * *

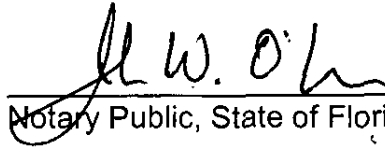
IN WITNESS WHEREOF, the undersigned, JAMES W. CONAWAY, President of this corporation has executed these Amended and Restated Articles of Incorporation, this 27 day of September, 2007.

James W. Conaway
President

STATE OF FLORIDA)
COUNTY OF CLAY)


Before me, the undersigned authority personally appeared JAMES W. CONAWAY, the President of Clay County Cattlemen's Association, Inc., and has acknowledged before me that he/~~she~~ executed the above Amended and Restated Articles of Incorporation for the uses and purposes therein set forth. The undersigned [☒] is personally known to me or [] has produced _____ as identification and [] did or [☒] did not take an oath.

Witness my hand and official seal at Orange Park, Clay County, Florida this 27 day
of September, 2007.



Notary Public, State of Florida

(SEAL)

NOTARY PUBLIC-STATE OF FLORIDA
 John W. O'Connor
Commission #DD680350
Expires: JULY 20, 2011
BONDED THRU ATLANTIC BONDING CO., INC.