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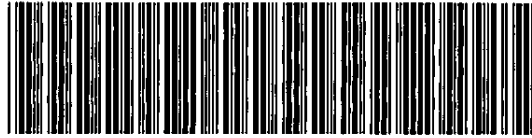
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*Amended & Restated
Articles
SJ*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY 30 AM 7:16

FILED

1830 Tahiti Circle
Davenport, FL 33897

May 22, 2007

Department of State
Corporations Division
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **Windmill Village C.E.R.T. Association, Inc.**

Dear Sir/Madam:

Enclosed for filing with your office please find an Amended and Restated Articles of Organization for Windmill Village C.E.R.T. Association, Inc. Also enclosed please find a check in the amount of \$43.75 payable to the Department of State, State of Florida representing the required filing fee (\$35 + \$8.75 for a certified copy).

Should you have any questions, please feel free to contact me.

Sincerely,

Donald Williams
Donald Williams
Incorporator

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF WINDMILL VILLAGE C.E.R.T. ASSOCIATION, INC.**

FILED
07 MAY 30 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not-for-profit corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Windmill Village C.E.R.T. Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF THE ASSOCIATION**

The address of the principal office, and the mailing address, of the Association is 1830 Tahiti Circle, Davenport, Florida 33897.

ARTICLE III - PURPOSES AND POWERS OF ASSOCIATION

The address of the principal office and mailing address of the corporation is 1830 Tahiti Circle, Davenport, Florida 33897

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to support and direct training and education of the Windmill Village C.E.R.T. teams in disaster planning and preparedness, training exercises, increase community awareness of disaster preparedness; assist governmental agencies that request help from C.E.R.T.s, and contact other emergency management organizations. The Association shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to Associations not-for-profit and that are not inconsistent with these Articles of Incorporation.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers, which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that, are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

(1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(4) If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(a) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Association's Board of Directors. The number of directors shall be as set forth in the Bylaws, and shall at all times consist of at least three (3) persons. The Board of Directors of this Association shall be elected as provided in the Association's Bylaws.

ARTICLE V - AMENDMENT TO ARTICLES OF INCORPORATION OR BYLAWS

The Articles of Incorporation or Bylaws of the Association may be amended or repealed by the Board of Directors. Notice of any proposed changes to the Articles of Incorporation or Bylaws must be given to each member of the Board of Directors at least seven (7) days prior to the meeting at which it is proposed to amend or repeal the Articles of Incorporation or Bylaws.

ARTICLE VI - MEMBERSHIP

The Association shall have no voting members. The Board of Directors may establish a non-voting membership of the Association.

ARTICLE VII - INDEMNIFICATION

This Association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - DISSOLUTION OF ASSOCIATION

Upon the dissolution of this Association, after the payment or provision for the payment of all of the liabilities of this Association, all of the assets of this Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 the Circuit Court of the county in which the principal office of the Association 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 21st day of May, 2007.

WINDMILL VILLAGE C.E.R.T.
ASSOCIATION, INC.

By: 
Richard Reynolds, President

**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WINDMILL VILLAGE C.E.R.T. ASSOCIATION, INC.**

I, Richard Reynolds, being the duly elected, qualified and acting President of Windmill Village C.E.R.T. Association, Inc., a Florida not-for-profit corporation, hereby certify that there are no members entitled to vote on the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate, and that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Directors of the corporation on 21st of May, 2007, in compliance with Section 617.1007 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 21st day of May, 2007.

WINDMILL VILLAGE C.E.R.T.
ASSOCIATION, INC.

By: Richard Reynolds
Richard Reynolds, President