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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Big Bend Senior Golf Association, Inc.

DOCUMENT NUMBER: N07000003711

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

Please return all correspondence concerning this matter to the following:

Dale S. Davidson

(Name of Contact Person)

The Law Offices of Dale S. Davidson, LLC

(Firm/ Company)

PO Box 187

(Address)

Thomasville, GA 31799-0187

(City/ State and Zip Code)

dale@ddavidsonlaw.com

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

For further information concerning this matter, please call:

Dale S. Davidson

(Name of Contact Person)

at (229) 226-8183

(Area Code & Daytime Telephone Number)

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

■ \$35 Filing Fee	\$43.75 Filing Fee & Certificate of Status	\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	\$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)
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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

BIG BEND SENIOR GOLF ASSOCIATION, INC.

The undersigned officer, and on behalf of the Board of Directors, for the purposes of Amending and restating the Articles of Incorporation of the Big Bend Senior Golf Association, Inc., pursuant to 617.1007, Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is: BIG BEND SENIOR GOLF ASSOCIATION, INC.

ARTICLE II.
PRINCIPAL OFFICE

The street address of the principal place of business of the Corporation is: 2059 Burnt Pine Lane, Tallahassee, FL 32317. The mailing address of the Corporation is 3849 Rupp Road, Ochlocknee, GA 31773.

ARTICLE III.
DURATION

The Corporation shall have perpetual duration.

ARTICLE IV.
PURPOSE

The Corporation is organized exclusively for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of its charitable purpose, the corporation is to promote the health and wellbeing of senior citizens in and around the Big Bend area of Florida and southwest Georgia through golf programs. Net proceeds from all activities shall be donated to charities as selected annually by the Board of Directors.

All senior citizens in the Big Bend area of Florida and southwest Georgia and who are interested in their health and wellbeing and who are interested in golf are encouraged and invited to participate in the charitable activities of the Corporation.

In furtherance of this purpose, the Corporation may receive and administer funds, take and hold by bequest, devise, gift, grant, purchase, lease or otherwise property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; sell, convey or

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otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the trustees, will best promote the purposes of the Corporation; and do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees except as permitted under the Not-For-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting 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 on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, which would give rise to any liability for tax imposed by Section 4945(a) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist, or as they may hereafter be amended.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific testing for public safety, literary, or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The method of election of Trustees shall be as determined by the Bylaws of the Corporation.

ARTICLE V. **INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members whose names and addresses are as follows:

Edward A. Guy
3849 Rupp Road
Ochlocknee, GA 31773

Jack Johnson
1407 E. Washington St.
Thomasville, GA 3192

John Meeks
574 West Shore Drive
Ochlocknee, GA 31773

ARTICLE VI. **REGISTERED OFFICE/AGENT**

The initial registered office of the Corporation is 4141 Diplomacy Circle, Tallahassee, Leon County, Florida 32308 and the registered agent of the Corporation is Gordon Lamaster.

ARTICLE VII. **MEMBERS**

The Corporation shall have no members.

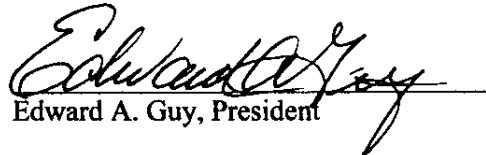
ARTICLE VIII. **INCORPORATOR**

The name and address of the incorporator is Edward A. Guy, 3849 Rupp Road, Ochlocknee, GA 31773.

ARTICLE IX.
CERTIFICATE

Pursuant to 607.1007(4) no shareholder or member approval is required and the Board of Directors of the Corporation unanimously adopted these Amended and Restated Articles of Incorporation at a duly called meeting. Further, these duly adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 23 day of January 2013.


Edward A. Guy, President