

NO7000011584

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

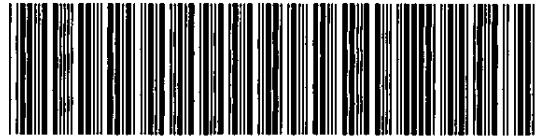
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600129928006

05/21/08--01037--016 **52.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY 21 PM 4: 27

FILED

TS

By: [Signature] 5/29/08

COVER LETTER

TO: Amendment Section Division of Corporations

NAME OF CORPORATION: U.S. Green Building Council, Northern Gulf Coast Chapter, Inc.

DOCUMENT NUMBER: N07000011584

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

**Jamie McDonald
c/o Navy Federal Credit Union
9071 Security Place
Pensacola, FL. 32526**

For further information concerning this matter, please call:

Jamie McDonald at (850) 912-0002

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate Certificate of Status Certified Copy (Additional Copy is enclosed)
--	--	---	---

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

**Articles of Amendment
to
Articles of Incorporation
of**

U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.

Document Number N07000011584

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing): n/a

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

At the suggestion of the Internal Revenue Service review for exemption, the scope of Article III – Purpose clause has been revised and Article V – Limiting Clause was added. This resulted in the following changes to the numbering of articles below.

<u>Article Number</u>	<u>Original Article Title</u>	<u>Revised Article Title</u>
V	Initial Registered Office and Agent	Limiting Power (new)
VI	Directors	Initial Registered Office and Agent
VII	Incorporator	Directors
VIII	Bylaws	Incorporator
IX	Amendments	Bylaws
X	Dissolution	Amendments
XI	n/a	Dissolution

The date of adoption of the amendment(s) was: April 29, 2008

Effective date if applicable: May 1, 2008

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Jamie McDonald
Jamie McDonald, President

5/19/08

Date

Amended Articles of Incorporation

ARTICLES OF INCORPORATION OF

U.S. GREEN BUILDING COUNCIL - NORTHERN GULF COAST CHAPTER, INC. A NOT-FOR-PROFIT CORPORATION

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: U.S. Green Building Council - Northern Gulf Coast Chapter, Inc. The principal place of business is Heritage Oaks Operations Center, Navy Federal Credit Union, 9071 Security Place, Pensacola, FL 32526.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

This organization is organized and operated exclusively for charitable, religious, educational, and scientific 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.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Limiting Power

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

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a charitable 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) or (b) by a charitable organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 40 S. Alcaniz Street Pensacola, 32502, and the name of its initial registered agent at such address is Julie Sheppard

ARTICLE VII

Directors

The Corporation shall have (9) nine directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Kim Aderholdt	Greenhut Construction Company
Glenn Griffith	Escambia County Community Redevelopment Agency
Allara Mills Gutcher	City of Panama
Jamie McDonald	Federal Credit Union
Glenda Mayo	University of West Florida
Ronald Nall	Gulf Power
Simmi H. Taylor	At Large - 21 E. Strong Street Pensacola, FL. 32501
John P. Tice	Bullock Tice Associates
Kelly Wieczorek	DAG Architects

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Jamie McDonald	Navy Federal Credit Union 9071 Security Place Pensacola, FL 32526

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE X
Amendments

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XI
Dissolution

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations(s), as the court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16th day of May, 2008.

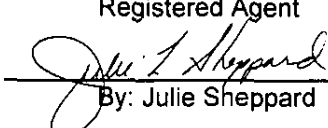


Jamie McDonald, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 16th day of May, 2008.

Registered Agent


By: Julie Sheppard

SECTION 1. Contracts. The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE VII **Fiscal Administration**

SECTION 1. Fiscal Year. The fiscal year of the Chapter shall begin on January 1 and end on December 31 of each year.

SECTION 2. Annual Dues. Annual dues will be determined by the board of directors and paid by members in accordance with USGBC Chapter policy. Such dues will be in addition to those dues paid to the USGBC.

SECTION 3. Membership Categories. The board may establish membership and dues categories in accordance with USGBC policy, that include Members, Associate Members, Emerging Green Builders and/or such other categories as may be established.

SECTION 4. Refunds. No dues will be refunded.

ARTICLE VIII **Indemnification**

The Chapter shall indemnify any director or officer or any former director or officer, and any person who may be designated from time to time to perform official duties on behalf of the Chapter, to the full extent permitted by law. The Chapter shall indemnify any person who may be designated from time to time to perform official duties on behalf of the Chapter. Such persons shall be indemnified by the Chapter against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been an officer, employee, or person acting on behalf of the Chapter, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE IX **Seal**

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Chapter, the state of incorporation, and the words, "Not for Profit."

ARTICLE X **Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Chapter under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
Rules of Order

Dynamic Governance, shall prescribe the rules of conduct for all meetings of the Chapter so far as not inconsistent with the laws of Florida, with the articles of incorporation, or with these bylaws.

ARTICLE XII
Property

No part of the Chapter's property shall inure to the benefit of any officer, director, or member of the Chapter. On dissolution or liquidation of the Chapter, any assets remaining after payment of all debts shall be distributed to the USGBC. The board of directors may, but is not required to, adopt a policy that permits the Chapter to make a pro-rata distribution of the Chapter's assets to approved spin-off groups when such distribution is in the best interest of the Chapter and is in support of its purpose and policy.

ARTICLE XII
Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted in accordance with the procedure contained herein below. Proposed amendments to the Chapter Bylaws shall first be submitted in duplicate, accompanied with two (2) copies of the complete, current Bylaws to the USGBC for approval. After USGBC approval, the amendments shall be publicized in the regular Chapter newsletter or by written notice issued to the directors at least thirty (30) days prior to a regular or specially called director meeting. The amended bylaws may then be adopted by a vote of two-thirds (2/3) of the directors present, at any annual, regular or special meeting at which a quorum is present, provided notice of the proposed change is given in the notice of such meeting. If there is a proposed change to the bylaws to be taken up at a regular meeting of the board, notice of such meeting must be given under the terms of Article III, Section 6 of these bylaws, as if the meeting were a special meeting.