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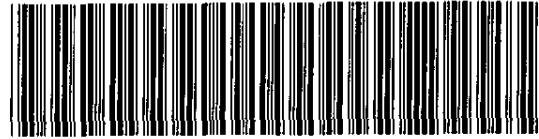
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*Amended And  
Restated Art*

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08 APR 14 PM 2:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts APR 14 2008

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Florida Citizens for Safe Drinking Water, Inc.

**DOCUMENT NUMBER:** N07000012287

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

Please return all correspondence concerning this matter to the following:

Joseph C. Kempe, Esq.

(Name of Contact Person)

Joseph C. Kempe, P.A.

(Firm/ Company)

941 North Highway A1A

(Address)

Jupiter, FL 33477

(City/ State and Zip Code)

For further information concerning this matter, please call:

Karen Walsh

(Name of Contact Person)

at ( 561 ) 747-7300

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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)

**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**

FILED  
08 APR 14 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA CITIZENS FOR SAFE DRINKING WATER, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of the Corporation is Florida Citizens for Safe Drinking Water, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized exclusively for one or more of the following purposes: political action committee; approved IRC 501(c)(4) qualifying purposes; or such other nonprofit purposes where no income, earnings, or profits inure to the benefit of any member or shareholder. Furthermore:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, 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; and

(b) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection

4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV** **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Carol L. Patton	192 Locha Drive Jupiter, FL 33458
Naomi Flack	2065 La Porte Drive Palm Beach Gardens, FL 33410
Joseph C. Kempe	941 North Highway A1A Jupiter, FL 33477
Dr. Robert J. Carton	11 Pond Hollow Road Averill Park, NY 12018

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at Joseph C. Kempe, P.A., 941 North Highway A1A, Jupiter, Florida 33477. The initial registered agent of the Corporation at that address shall be Joseph C. Kempe.

**ARTICLE VI**  
**MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

**ARTICLE VII**  
**MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

**ARTICLE VIII**  
**NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

**ARTICLE IX**  
**BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

**ARTICLE X**  
**AMENDMENTS**

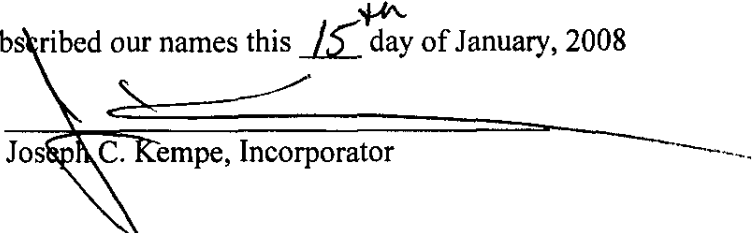
These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE XI**  
**INCORPORATORS**

The name and residence address of the subscribers of these Articles of Incorporation are:

Joseph C. Kempe, Esq.  
Joseph C. Kempe, P.A.  
941 North Highway A1A  
Jupiter, FL 33458

IN WITNESS WHEREOF, I have subscribed our names this 15<sup>th</sup> day of January, 2008

  
\_\_\_\_\_  
Joseph C. Kempe, Incorporator

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 2008, by Joseph C. Kempe, as Incorporator,

☒ who is personally known to me  
☐ who has produced \_\_\_\_\_ as identification

and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
\_\_\_\_\_



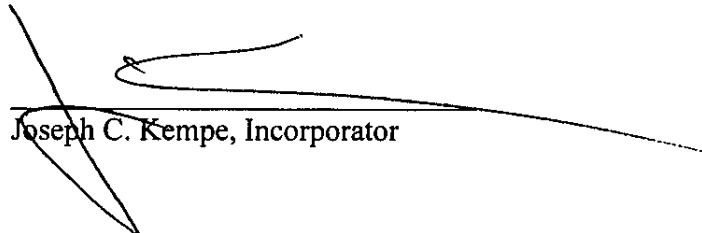
\_\_\_\_\_  
(Print name of Notary)  
Notary Public  
Commission Number: \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

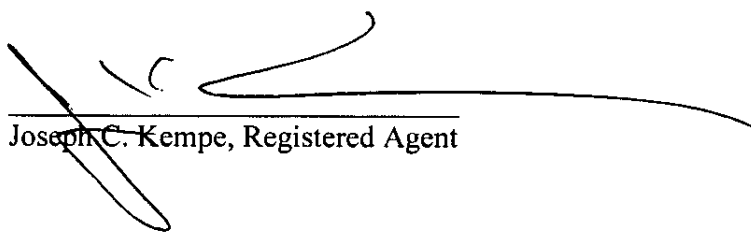
Florida Citizens for Safe Drinking Water, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 192 Locha Drive, Jupiter, FL 33458, State of Florida, has named Joseph C. Kempe, Esq., located at Joseph C. Kempe, P.A., 941 North Highway A1A, Jupiter, Florida 33477, as its agent to accept service of process within Florida.

DATE: 1/15/08

  
Joseph C. Kempe, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 1/15/08

  
Joseph C. Kempe, Registered Agent

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

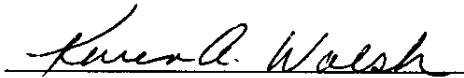
The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 2008 by Joseph C. Kempe,

☒ who is personally known to me

☐ who has produced \_\_\_\_\_ as identification

and who did take an oath, and who acknowledged before me that she executed the same as her free and voluntary act for the uses and purposes therein set forth.





\_\_\_\_\_  
(Print name of Notary)

Notary Public

Commission Number: \_\_\_\_\_

**CERTIFICATE**

I, Joseph C. Kempe, as a Director of FLORIDA CITIZENS FOR SAFE DRINKING WATER, INC., a Florida Not For Profit Corporation, do hereby certify the following:

That there are no members or members entitled to vote on the Amended and Restated Articles of Incorporation. The Articles were adopted by the board of directors.

That by unanimous written consent of the Directors, the foregoing Amended and Restated Articles of Incorporation of FLORIDA CITIZENS FOR SAFE DRINKING WATER, INC., a Florida Not For Profit Corporation was duly adopted on January 31, 2008, and that the same has not in any way been modified or rescinded, but is in full force and effect.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name as Director and affixed the corporate seal of the Corporation this 14<sup>th</sup> day of April, 2008.

  
\_\_\_\_\_  
Joseph C. Kempe, Director