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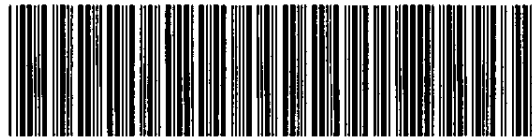
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*Amended Restated
Articles
3-8-13*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **BETTER PENSACOLA FORUM, INC.**

DOCUMENT NUMBER: **N08000006113**

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

Please return all correspondence concerning this matter to the following:

Justin Spence

(Name of Contact Person)

Pensacola Young Professionals

(Firm/ Company)

41 N. Jefferson St Ste 108

(Address)

Pensacola FL 32502

(City/ State and Zip Code)

info@pensacolayp.com

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

For further information concerning this matter, please call:

Justin Spence

(Name of Contact Person)

at

(850) 774 8668

(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)

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

13 MAR -5 PM 3:05
STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BETTER PENSACOLA FORUM, INC.**

a Florida Nonprofit Corporation

The undersigned, the Trustee/Executive Director of Better Pensacola Forum, Inc., a Florida nonprofit corporation, for the purpose of amending and restating, the Articles of Incorporation, does hereby make and execute this Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation supersede the Articles of Incorporation and all amendments thereto.

The Amended and Restated Articles of Incorporation are hereby amended and restated to read in their entirety as set forth below:

**ARTICLE I
NAME**

The name of the corporation ("Corporation") is Better Pensacola Forum, Inc.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 41 N. Jefferson Street, Suite 107, Pensacola, Florida 32502-6155, and the mailing address is the same.

**ARTICLE IV
PURPOSES AND GENERAL POWERS**

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code").

The Corporation's activities shall be in furtherance of the purposes set forth in Section 509(a)(3)(A) of the Code; that is, the Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and/or to carry out the charitable,

educational, and scientific purposes of Pensacola Young Professionals, a publicly supported organization ("Publicly Supported Organization"). The Corporation's purposes shall include, but not be limited to, promoting best practices in education, economic development, leadership development, and state and local governance to improve the quality of life in the Pensacola, Escambia County, Florida area. The Corporation shall not engage in activities which are not in furtherance of the Corporation's purposes as described in this Article, and is not empowered to operate to support or benefit any organization or organizations other than the Publicly Supported Organization named by the Board of Trustees pursuant to the provisions of the Articles of Incorporation of the Corporation. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, not without the scope of this paragraph, which may be necessary, proper, or suitable for the attainment of any of the purposes for which the Corporation is organized.

The Corporation shall be operated, supervised, or controlled by (within the meaning of Section 509(a)(3)(B) of the Code) the Publicly Supported Organization, and will not be controlled, directly or indirectly, by one or more other individuals or disqualified persons other than the Publicly Supported Organization and the Corporation managers, all within the meaning of Sections 509(a)(3) and 4946 (as to definition of disqualified persons) of the Code.

The Publicly Supported Organization shall have a substantial degree of direction over the conduct, policies, programs, and activities of the Corporation; the relationship shall be comparable to that of a parent and subsidiary when the subsidiary is under the direction of and accountable or responsible to the parent organization; and all of the trustees of the Corporation shall be appointed or elected by the governing body, members of the governing body, or officers acting in their official capacity of the Publicly Supported Organization. No organization other than the Publicly Supported Organization shall have the right to appoint or vote for trustees of the Corporation.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The registered office of the Corporation shall be located at 41 N. Jefferson Street, Suite 107, Pensacola, Florida 32502-6155, and the registered agent of the Corporation at that address shall be Elizabeth D. Abernathy. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Amended and Restated Articles of Incorporation.

ARTICLE VI **BOARD OF TRUSTEES**

The Board of Trustees of the Corporation currently consists of four (4) trustees. The number and manner of the appointment of trustees of the Corporation by the Publicly Support Organization shall be specified, from time to time, by the Bylaws without amendment of these Amended and Restated Articles of Incorporation; provided, however, that the number of trustees shall never be less than three (3).

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Trustees.

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto.

ARTICLE X

PROHIBITED TRANSACTIONS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Section 2. 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.

Section 3. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, (ii) by a corporation operating as a supporting organization within the meaning of Section 509(a)(3) of the Code, or (iii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

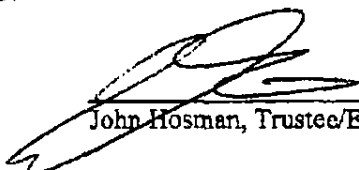
ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, scientific, or religious purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation 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.

such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Amended and Restated Articles of Incorporation declaring and codifying that the facts stated herein are true, that there are no members entitled to vote on the amendments, and that the amendments were adopted by the board of trustees, and hereby subscribe thereto and herewith set their hand and seal this 1st day of February, 2013.



John Hosman, Trustee/Executive Director

STATE OF Florida

COUNTY OF Escambia

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared John Hosman known to me and known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me having executed these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of February, 2013.

Penny J. Boyce
Notary Public
My Commission Expires: 12.29.2016

(NOTARY SEAL)



PENNY J. BOYCE
Notary Public State of Florida
Comm. Exp. Dec. 29, 2016
Comm. No. EE 841778

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED AMENDED ARTICLES. DOCUMENT WAS COMPLETELY RE-WRITTEN, AND ALL SECTIONS OF THE ARTICLES CHANGED.

Articles of Amendment
to
Articles of Incorporation
of

BETTER PENSACOLA FORUM, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N08000006113

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

The date of each amendment(s) adoption: 2/1/2013
Effective date if applicable: 2/1/2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated _____

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John Herman

(Typed or printed name of person signing)

Board Member

(Title of person signing)