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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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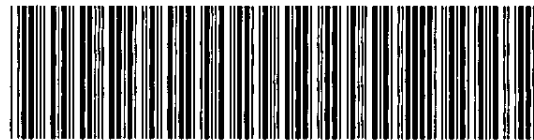
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend & Rest
C.COULLIETTE

APR 08 2009

EXAMINER

Holland & Knight, LLP	
Requestor's Name	
315 South Calhoun Street, Suite 600	
Address	
Tallahassee, FL 32301	425-5686
City/State/Zip	Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Corporation For Emergency Preparedness And Response, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 ☐ Pick up time _____
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CORPORATION FOR EMERGENCY PREPAREDNESS AND RESPONSE, INC.**

In accordance with the provisions of Sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation, **Corporation for Emergency Preparedness and Response, Inc.**, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Corporation for Emergency Preparedness and Response, Inc. (the "Corporation")

ARTICLE II. ADDRESS

The street address of the initial principal office of the Corporation is:

5550 Round Pen Lane
Milton, FL 32570

The mailing address of the Corporation is:

6223 Highway 90, Suite 182
Milton, FL 32570

ARTICLE III. DURATION AND COMMENCEMENT
(Amended)

The Corporation will exist perpetually, commencing on October 20, 2008.

ARTICLE IV. PURPOSE
(Amended)

The Corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes of the Corporation shall include, but not be limited to, the following:

1. providing relief to the distressed through (a) the ownership, maintenance, operation, and/or provision of vessels, aircraft, locomotives, vehicles, other types of equipment, and stores of supplies utilized in the response to disasters caused by hurricanes, earthquakes, tornadoes, floods, other acts of nature, fires, riots, acts of terrorism, or similar large-scale all hazards events and in aiding the victims thereof, (b) the employment and training of emergency

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response personnel, and (c) the utilization of such vessels, vehicles, equipment, supplies, and personnel in immediate and timely responses to such events;

2. lessening the burden of federal, state and local governments through cooperation and coordination with those governments in their response to disasters caused by hurricanes, earthquakes, tornadoes, floods, other acts of nature, fires, riots, acts of terrorism, or similar large-scale all hazards events;

3. receiving, accepting, holding, administering, investing, allocating and disbursing grants, contributions, or other sources of funds as may from time to time be received by it from any person, persons, or corporations; and making expenditures or distributions for the foregoing purposes or for other scientific, educational, literary, charitable or religious purposes; and

4. engaging in any and all lawful activities that may be incidental or reasonably necessary to any of those purposes, and in doing so, exercising all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER (Amended)

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI. MEMBERS

(Amended)

The Corporation shall have one or more classes of members. The number of classes of members shall be regulated by the bylaws of the Corporation, as shall the characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members and the manner of admission of members. The Corporation has no authority to issue capital stock.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 6223 Highway 90, Suite 182, Milton, FL 32570, as the street address of the registered office of the Corporation and names Jacqueline M. Gulley as the Corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. DIRECTORS

(Amended)

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the bylaws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The Corporation has six (6) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

		<u>Title</u>
Jacqueline M. Gulley	P. O. Box 3470 Milton, FL 32572	President
Ward W. Brewer II	6223 Highway 90, Suite 182 Milton, FL 32570	Treasurer
Kenneth E. Guiles	429 Palm Lake Drive Pensacola, FL 32507	Secretary
Cham E. Dallas	452 Mason Mill Road Danielsville, GA 30633	Vice President
Thomas D. Rutherford, Jr.	3333 P Street NW Washington, D.C. 20007	Vice President
Edward J. Cowan	6717 Mink Hollow Road Highland, MD 20777	Vice President

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Ward W. Brewer II

6223 Highway 90, Suite 182
Milton, FL 32590

ARTICLE XI. DISSOLUTION

(Amended)

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, 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 for 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. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

ARTICLE XII. INDEMNIFICATION

(Amended)

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined

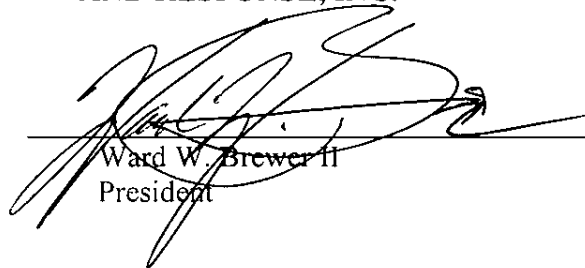
that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

CERTIFICATE OF ADOPTION

I hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of **Corporation for Emergency Preparedness and Response, Inc.**, a not-for-profit corporation, were duly approved and adopted by the Board of Directors of said corporation, all as required by law, on the 20th day of February, 2009. There are no members of the Corporation who are entitled to vote on the amendments.

IN WITNESS WHEREOF, this document has been executed by its duly authorized officer and sealed with the official seal of the Corporation, this 20th day of February, 2009.

CORPORATION FOR EMERGENCY PREPAREDNESS AND RESPONSE, INC.



Ward W. Brewer II
President