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Account Name : FOX & RAMUNNI, P.A.
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CAPFA CAPITAL CORP. 2009A

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COVER LETTERTO: Amendment Section
Division of CorporationsNAME OF CORPORATION: CAPFA CAPITAL CORP. 2009ADOCUMENT NUMBER: N09000000148The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven A. Ramunni

Name of Contact Person

Fox & Ramunni, P.A.

Firm/ Company

2211 Widman Way, Ste. 250

Address

Ft. Myers, FL 33901

City/ State and Zip Code

Steve@FoxRAMUNNI.COM

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

For further information concerning this matter, please call:

Paul

Name of Contact Person

at (239) 791 3900

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 &
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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314Street AddressAmendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Articles of Amendment
 to
 Articles of Incorporation
 of

CAPFA CAPITAL CORP. 2009A

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

N09000000148

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida 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," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

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:

New Registered Office Address:

(Florida street address)

(City)

_____, Florida
 (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

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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)

See attached

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<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

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(If not applicable, indicate N/A)

N/A

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The date of each amendment(s) adoption:

7/29/09

Effective date if applicable:7/29/09 (date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by

(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated

7/29/09

Signature

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

Attest:

Mayer Brantley

John R. Ahern

(Typed or printed name of person signing)

Director

(Title of person signing)

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ARTICLES OF AMENDMENT

for

CAPFA CAPITAL CORP. 2009A
[N09000000148]**Preamble**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby files with the Department of State the hereinafter specified Amendment to the Articles of Incorporation for CAPFA CAPITAL CORP. 2009A, following approval of the Board of Directors adopted by a majority vote of the Board sufficient for approval at its special meeting held on July 29, 2009. The members are not entitled to vote on the Amendment.

Amendment No. 1

Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE III**SPECIAL PURPOSE ENTITY****Section 1 - Purpose**

The purpose of this corporation is to serve as an Instrumentality of the City of Moore Haven, Florida, under and pursuant to Ordinance No. 214 enacted by the City on September 23, 1993, as amended by Ordinance No. 245 enacted by the City on May 26, 1998, as further amended from time to time; the corporation is a special purpose corporation acting as an Instrumentality of the City under and pursuant to such Ordinance for purposes limited to participating in the transactions relating to the execution and delivery of the Certificates of Participation (John F. Kennedy High School Project) Evidencing and Representing the Proportionate Interests of the Registered Owners thereof in Base Rental payments to be made by the Department of Education, Government of Guam, including Series 2009A and any Additional Certificates (the "Certificates"), and more specifically for the purposes of (i) leasing from the Government of Guam (the "Government") certain real property pursuant to a ground lease, (ii) subleasing to the Government such real property together with certain buildings constructed thereon pursuant to a lease agreement, (iii) assigning to the trustee for the Certificates certain of this corporation's rights under the ground lease and the lease agreement, including the rights to receive base rentals and additional rentals, and (iv) engaging in any ancillary or related activities in furtherance of the foregoing. This corporation shall have the power to adopt and establish By-Laws, and make all rules and regulations deemed necessary for the management of its affairs, in accordance with law and not inconsistent with these Articles of Incorporation.

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Section 2 - Separate From City

A. This corporation shall be separate from the City and shall maintain its financial statements, accounting records and other corporate documents separate from those of the City or any other entity and this corporation shall be identified as a separate entity in such documents.

B. This corporation shall prepare audited annual financial statements which may be included as a component unit of the City's financial statements, as long as such financial statements expressly state that this corporation is an entity that is legally separate from the City and whose assets are not available to creditors of the City, and this corporation's financial statements shall comply with generally accepted accounting principles for governments (except as noted in such financial statements).

C. This corporation shall maintain its own separate bank accounts and correct, complete and separate books of account.

D. This corporation shall at all times hold itself out to the public (including any City creditors) under this corporation's own name and as a separate and distinct corporate entity. This corporation shall correct any known misunderstanding regarding its status as a separate and distinct entity. This corporation's name shall not be used by the City in the conduct of its business, nor shall this corporation use the name of the City in the conduct of its business. This corporation shall have a separate telephone number, tax identification number, stationery and other business forms.

E. All customary formalities regarding the corporate existence of this corporation, including holding meetings of or obtaining the consent of its board of directors, as appropriate, and maintaining separate current and accurate minute books, shall be observed.

F. This corporation shall retain as its accountants a nationally or regionally recognized firm of independent certified public accountants, provided that such accountants may also serve as accountants of the City.

G. Investments shall be made directly by this corporation or on its behalf by brokers engaged and paid by this corporation or its agents.

H. All business transactions entered into by this corporation with the City shall be (1) on such terms and conditions (including terms relating to amounts paid thereunder) as would be generally available if such business transaction were with an entity that was not the City in comparable transactions, (2) pursuant to enforceable written agreements and (3) approved by a unanimous vote of the board of directors pursuant to Section 3 of this Article. Any such business transactions entered into by this corporation with the City shall allocate and charge fairly and reasonably for any common employee or overhead shared with the City.

I. Except as provided in Section 1 of this Article with respect to the Certificates, this corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of the City or any other person or entity.

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J. Other than organizational expenses, this corporation shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets. This corporation shall maintain adequate assets in light of its contemplated business operations.

K. Assets of this corporation shall be separately identified, maintained and segregated. This corporation's assets shall at all times be held by or on behalf of this corporation and, if held on behalf of this corporation by another entity including the City, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by this corporation.

L. Except as provided in Section 1 of this Article with respect to the Certificates, this corporation shall not (1) incur any indebtedness, or assume or guarantee any indebtedness of any other entity, other than any indebtedness under trade accounts payable or accrued liabilities arising in the ordinary course of business; (2) pledge its assets for the benefit of any other person or entity or make any loans or advances to any person or entity; or (3) acquire obligations or securities of the City. This corporation shall not enter into any agreement or transaction permitted hereunder unless (x) it does so without the intent to defraud creditors and (y) such agreement or transactions and the performance of its obligations thereunder or in connection therewith will not render it insolvent.

M. Except as provided in Section 1 of this Article with respect to the Certificates or Section 3 of this Article, this corporation shall not consolidate with or merge into any other entity or sell, convey or transfer all or substantially all of its properties and assets to any entity or acquire all or substantially all of the assets or capital stock or other ownership interest of any other entity.

N. This corporation shall maintain complete records of all transactions (including all transactions with the City).

O. This corporation shall comply with all requirements of applicable corporate law regarding its operations.

P. This corporation shall not engage in any business or activity other than those necessary to achieve the purposes set forth in Section 1 of this Article.

Section 3 - Unanimous Board Approval

A. Notwithstanding any other provisions of these Articles of Incorporation and any provision of law that otherwise so empowers this corporation, this corporation shall not, without the affirmative vote of 100% of the board of directors (which shall include the vote of at least one director who is an Independent Director (as defined in Section 4 of this Article)), do any of the following:

(a) except for any action related to an involuntary dissolution under the Florida Not For Profit Corporation Act, dissolve or liquidate, in whole or in part, unless this corporation shall have had no obligation for borrowed money and no obligations related to the Certificates outstanding for a period of at least one calendar year plus one day;

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(b) institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of this corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action;

(c) merge or consolidate with any other entity or, except in accordance with Section 1 of this Article, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interests of any other entity;

(d) authorize any amendment to these Articles of Incorporation or the Bylaws of this corporation; or

(e) authorize any business transactions entered into by this corporation with the City, which transactions shall comply in all respects with Section 2(H) of this Article.

B. When voting on whether this corporation will take any action described in this Section 3 of this Article, each director shall owe a fiduciary duty to this corporation and also to the creditors of this corporation, as authorized or required by applicable law.

Section 4 - Independent Director

A. At all times at least one of the directors serving on the board of directors of this corporation and any Executive Committee of the board of directors shall be an Independent Director (as defined below) (except in the event of the resignation, death or removal of any such person, in which event the vacancy shall be filled with another Independent Director).

B. For the purposes hereof, the term "Independent Director" means a natural person who (A) certifies to this corporation that he or she was not for the five-year period prior to being elected as Independent Director, and during the continuation of serving as Independent Director will not become, and that any member of his or her family was not for such five-year period and will not become: (1) an employee, director, member of the City Council of the City, consultant, agent, attorney, accountant or officer of this corporation or the City (other than his or her service as an Independent Director of this corporation or any other special purpose entity that is substantially similar to this corporation and that shall have been created for the limited purpose of facilitating discrete financing transactions); or (2) a creditor (other than being a creditor of the City by virtue of being a taxpayer or resident of the City), customer or supplier of this corporation or the City, and (B) agrees to immediately notify this corporation of any changes to the facts underlying such certification. In the event of death, incapacity, resignation or removal of any Independent Director, the board of directors shall promptly elect a replacement Independent Director.

C. The board of directors shall not vote on any matter requiring the vote of an Independent Director under these Articles of Incorporation unless at least one Independent Director is then serving on the board of directors and participating in such vote.

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D. To the extent permitted by law, each Independent Director shall consider the interests of this corporation's creditors when voting on any matter described in Section 3(A) of this Article."

Amendment No. 2

Article V of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE V

INITIAL BOARD OF DIRECTORS

The Board of Directors of this corporation shall be composed of the governing body of the City of Moore Haven, Florida acting ex-officio as the Board of Directors, initially comprised of five (5) Directors, together with one (1) Independent Director, for a Board of six (6) Directors. The method of election of the Board of Directors shall be regulated, and the Board of Directors may be increased or decreased from time to time, as provided in the By-Laws, provided that there shall always be one (1) Independent Director in accordance with these Articles of Incorporation, and provided, further, that there shall never be less than the minimum number of Directors as required by law. The name and street address of each initial Director of this corporation who shall serve until a successor is duly elected and qualified is:

Name:	Address:
John R. Ahern	385 Avenue L Moore Haven, Florida 33471
Dave McGee	300 Railroad Avenue Moore Haven, Florida 33471
Harry H. Ogletree	242 Avenue K Moore Haven, Florida 33471
Michael Brantley	911 Thatcher Boulevard Moore Haven, Florida 33471
Brett Whidden	657 Avenue O Moore Haven, Florida 33471
Independent Director:	
David J. Dannenhauer	257 Avenue J Moore Haven, Florida 33471"

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Amendment No. 3

Article VIII of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE VIII

MANAGEMENT

The affairs of this corporation shall be managed by the Board of Directors in accordance with the By-Laws, subject to the requirements of these Articles of Incorporation. The officers of this corporation shall be a president, one or more vice president, a secretary, a treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected or appointed at least annually by the Board of Directors in accordance with the By-Laws."

Amendment No. 4

Article IX of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE IX

BY-LAWS

The Board of Directors may provide such By-Laws for the conduct of its business and carrying out of its purposes as may be necessary from time to time, subject to the requirements of these Articles of Incorporation. The By-Laws may be amended, restated, altered or rescinded by a unanimous vote of the Board of Directors present at any regular meeting or any special meeting called for that purpose at which a quorum is present, subject to the requirements of these Articles of Incorporation (including Section 3(A)(d) of Article III)."

Amendment No. 5

Article X of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors called for the purpose of considering amendments to the Articles of Incorporation, and such amendments shall become effective upon a unanimous vote of the Directors present at any regular or special meeting at which a quorum is present, subject to the requirements of these Articles of Incorporation (including Section 3(A)(d) of Article III)."

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IN WITNESS WHEREOF, the undersigned President has executed these Articles of Amendment this 29th day of July, 2009.

(SEAL)


John R. Ahern, President/Director

Attest:


Maxine Brantley, Secretary

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