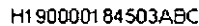


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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NATIONAL FEDERAL DEVELOPMENT ASSOCIATION INC  
(DOCUMENT # N09000005911)

FILED  
19 JAN 16 AM 9:23  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the *Florida Not For Profit Corporation Act*, **NATIONAL FEDERAL DEVELOPMENT ASSOCIATION INC**, a Florida not-for-profit corporation (the "**Corporation**"), whose Articles of Incorporation (the "**Articles**") were originally filed with the Florida Department of State on June 16, 2009, hereby amends and restates its Articles in their entirety as follows:

**ARTICLE I**

**Name**

The name of the corporation is NATIONAL FEDERAL DEVELOPMENT ASSOCIATION INC.

**ARTICLE II**

**Principal Office and Mailing Address**

The corporation's principal office and mailing address is 13775 N. Nebraska Avenue, Tampa, Florida 33613. The location of the principal office and the mailing address shall be subject to change as may be provided in the bylaws duly adopted by the corporation (the "**Bylaws**").

**ARTICLE III**

**Purposes**

The purposes for which the corporation is organized are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future federal tax code (the "**Code**"). Subject to the restrictions within the Code, the corporation is organized and operated for the purpose of establishing a trade association for the evaluation, analysis, communication and exchange of ideas on matters of interest to organizations or individuals that provide real property and real estate services to the United States government and to state, county, and local government jurisdictions and regional authorities. To further those purposes, the corporation will:

1. conduct seminars and conferences related to the industry;
2. provide education opportunities to its members;
3. engage in such activities as will establish, foster and promote high standards for business practices in the industry;

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4. encourage and promote research and to provide a forum for the publishing and dissemination of such research;
5. collaborate and cooperate with organizations that share the corporation's purposes, interests and/or goals;
6. promote the interests of the corporation through legislative and regulatory advocacy;
7. provide educational opportunities and materials to the public and others and to serve as a resource to legislative and executive officials at all levels of government, governmental authorities and public officials; and
8. do all things necessary, suitable or proper for the accomplishment of the foregoing purposes and of such other purposes as the corporation may from time to time determine appropriate to accomplishing its purposes.

#### ARTICLE IV

##### Powers

The corporation shall have all powers conferred upon not-for-profit corporations organized under the Florida Not For Profit Corporation Act (the "Act") and not prohibited under Section 501(c)(6) of the Code or any regulations promulgated thereunder. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 III hereof.

#### ARTICLE V

##### Dissolution and Liquidation

The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereinafter provided by the Act. In the event of dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and
2. Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) or 501(c)(6) of the Code.

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## ARTICLE VI

### Term

The term for which the corporation shall exist shall be perpetual.

## ARTICLE VII

### Membership

The corporation shall have members. All provisions regarding the members, including the designation of classes, if any, shall be set forth in the Bylaws. The rights of members, or any class or classes of members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.

## ARTICLE VIII

### Board of Directors

The affairs of the corporation shall be managed by a board of directors. The number and manner of the election or appointment of directors and their terms of office shall be as provided in the Bylaws.

## ARTICLE IX

### Limitation of Liability

In any proceeding brought by or in the right of the corporation, or brought by or on behalf of the members of the corporation, no officer or director shall be liable for any damages assessed against him or her. In any proceeding against an officer or director who receives compensation from the corporation while the corporation is exempt from income taxation under the Code for his or her services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the corporation during the twelve months immediately preceding the act or omission for which liability was imposed. An officer or director who serves the corporation while it is exempt from income taxation under the Code without compensation for his or her services shall not be liable for damages in any such proceeding. As used herein, "compensation" shall mean payment for services over and above per diem and expenses. Notwithstanding any provision herein, the liability of an officer or director shall not be limited if the officer or director engaged in willful misconduct, a knowing violation of the criminal laws or improperly received a personal benefit.

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ARTICLE X  
**Indemnification**

All officers and directors of the corporation shall be indemnified by the corporation as provided in the Bylaws against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XI  
**Registered Office and Agent**

The address of the corporation's registered office is 200 South Biscayne Boulevard, Suite 4100 (VIV), Miami, Florida 33131. The name of the registered agent is Corporation Company of Miami.

ARTICLE XII  
**Bylaws**

The power to alter, amend, or repeal the Bylaws shall be vested in the board of directors of the corporation.

ARTICLE XIII  
**Amendments to Articles of Incorporation**

The Articles of Incorporation of the corporation may be amended by the board of directors as provided in the Bylaws.

These Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation without member action and member action was not required.

Dated: January 15, 2019

  
\_\_\_\_\_  
Greg Margetich, Director, Vice Chairman & Treasurer

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in Article XI of these Amended and Restated Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: January 16, 2019

**Corporation Company of Miami,  
a Florida Corporation**

By: 

By: Gary J. Cohen

Name: Vice President