

**N10000007380**

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(Requestor's Name)

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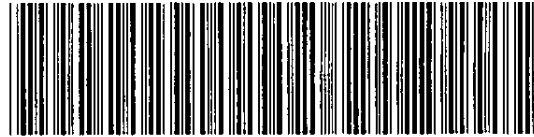
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(Business Entity Name)

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16 MAY - 2 PM 1:03

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MAY - 3 2016

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- ☐ CERTIFIED COPY \_\_\_\_\_
- ☒ PHOTOCOPY \_\_\_\_\_
- ☒ CUS LS \_\_\_\_\_
- ☒ FILING Inc. Amend \_\_\_\_\_

1. Clay County Sheriff's Office Pipes And Drums, Inc.  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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DIVISION OF CORPORATIONS

AMENDED AND RESTATED 16 MAY -2 AM 8:40

ARTICLES OF INCORPORATION

OF

CLAY COUNTY SHERIFF'S OFFICE PIPES AND DRUMS, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION

NKA

FIRST COAST HIGHLANDERS, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the undersigned Florida not for profit corporation, Clay County Sheriff's Office Pipes and Drums, Inc., adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on August 4, 2010; Document Number N10000007380.

ARTICLE I - NAME

The name of this Corporation shall become:

**First Coast Highlanders, Inc.**

(hereinafter referred to as the "Corporation")

ARTICLE II - EMPLOYER IDENTIFICATION NUMBER

The Corporation's Federal Employer Identification Number is:

80-0624860

ARTICLE III - PRINCIPAL OFFICE

The current principal place of business of the Corporation is:

9703 NW 219<sup>th</sup> Street  
Starke, FL 32091

The current mailing address of the Corporation is:

9703 NW 219<sup>th</sup> Street  
Starke, FL 32091

ARTICLE IV - DURATION

This Corporation commenced its corporate existence on August 4, 2010. This Corporation shall exist perpetually.

ARTICLE V - PURPOSE

A. This Corporation was formed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized solely and exclusively to promote, publicly and privately, the recognition and appreciation of the culture, history, traditions, contributions, sacrifices, roles and missions of the men and the women of Celtic heritage.

C. This Corporation is organized for the transaction of any and all lawful business for which a corporation not-for-profit may be incorporated, including but not limited to those powers enumerated in Section 617.0302, Florida Statutes, et sequitur, as amended.

#### ARTICLE VI - REGISTERED AGENT AND OFFICE

The name of the current registered agent and the street address of the current registered agent of this Corporation is:

Arthur L. Tenney  
9703 NW 219<sup>th</sup> Street  
Starke, FL 32091

#### ARTICLE VII - AFFILIATION

This organization has peacefully and amicably severed all former ties or affiliations with the Clay County Sheriff's Office and the Clay County Police Athletic League. This organization is now a freestanding organization without allegiance or affiliation to other group(s), other than to its individual Members.

#### ARTICLE VIII - MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised by, its assets managed and controlled by, and its business and affairs conducted by, a Board of Directors (referred to in the Corporation's Bylaws as its "Executive Board"). Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Board of Directors, shall be by a duly adopted resolution of the Members or the Directors, or contained within the duly adopted Bylaws of the Corporation.

B. The names and addresses of the current Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gayward F. Hendry	577 Branscomb Road Green Cove Springs, FL 32043
Arthur L. Tenney	9703 NW 219 <sup>th</sup> Street Starke, FL 32091
Stephen M. Romeo	6020 Lazy Lane Keystone Heights, FL 32656
William M. Wheeler	4355 Galileo Avenue Jacksonville, FL 32210
Robert C. Simpson	776 Camp Francis Johnson Road Orange Park, FL 32065

ARTICLE X - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 V hereof.

B. No part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree,

engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

#### ARTICLE XI - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article V hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

#### ARTICLE XII - DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the affairs of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to such organization or organizations as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located to such organization or organizations as such court shall determine.



ARTICLE XIII - AMENDMENT

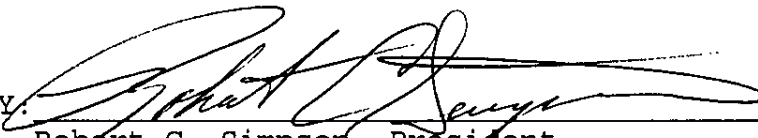
These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (greater than 50.0%) of the Directors ("Executive Board") present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present.

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Members of the Corporation on April 15, 2016. These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation on April 15, 2016. The above mentioned vote of the Members and the vote of the Directors were a sufficient number to approve these Amended and Restated Articles of Incorporation, and no other or further votes or approvals were necessary.

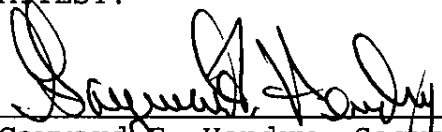
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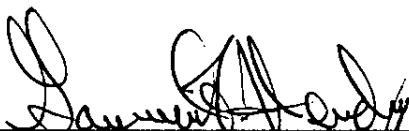
IN WITNESS WHEREOF, the undersigned authorized Officers  
have executed these Amended and Restated Articles of  
Incorporation on behalf of the Corporation and in their capacity  
as Officers and Directors on this 28 day of April, 2016.

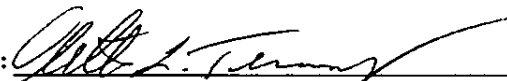
Clay County Sheriff's Office Pipes & Drums, Inc.,  
a Florida not for profit corporation  
NKA  
First Coast Highlanders, Inc.,  
a Florida not for profit corporation


BY:   
Robert C. Simpson, President

ATTEST:

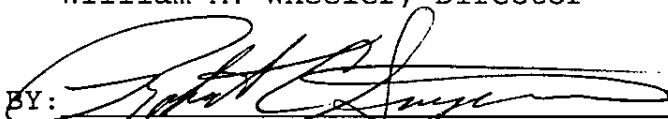
  
Gayward F. Hendry, Secretary

BY:   
Gayward F. Hendry, Director

BY:   
Arthur L. Tenney, Director

BY:   
Stephen M. Romeo, Director

BY:   
William M. Wheeler, Director

BY:   
Robert C. Simpson, Director

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16 MAY -2 AM 8:40

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 48.091 and Section 617.0501, Florida  
Statutes, the following is submitted:

First Coast Highlanders, Inc.

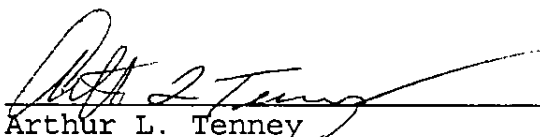
desiring to organize under the laws of the State of Florida,  
with its principal office as indicated in the Articles of  
Incorporation in the State of Florida, has named as its agent to  
accept service of process within this State:

Arthur L. Tenney  
9703 NW 219<sup>th</sup> Street  
Starke, FL 32091

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 MAY -2 AM 8:40

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of  
process for the above stated Corporation, at the place  
designated in this Certificate, I hereby acknowledge that I am  
familiar with said laws of the State of Florida, and I hereby  
agree to act in this capacity, and I agree to comply with the  
provisions of said laws.

  
\_\_\_\_\_  
Arthur L. Tenney