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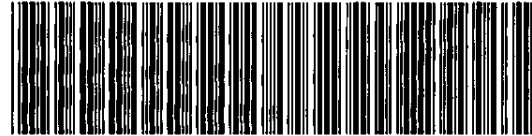
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Restated  
Articles  
@ 5/19/11

LAW OFFICES

**HAAG, HAAG & FRIEDRICH, P.A.**

452 PLEASANT GROVE ROAD  
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG\*\*  
JOHNNYE L. FRIEDRICH\*\*  
LARRY M. HAAG°

TELEPHONE: (352) 726-0901  
FACSIMILE: (352) 726-3345

\*CERTIFIED FAMILY LAW MEDIATOR  
\*CERTIFIED CIRCUIT COURT MEDIATOR  
\*BOARD CERTIFIED CITY, COUNTY AND  
LOCAL GOVERNMENTAL LAW  
°ADMITTED TO OKLAHOMA BAR

July 18, 2011

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: NETWORKING BREAKFAST CLUB, INC.

Dear Sir/Madam:

Enclosed please find a Certificate of Adoption of Membership Meeting Held April 14, 2011 on Networking Breakfast Club, Inc., with the original Restated Articles of Incorporation attached, for filing with your office. I have also enclosed your previous letters for reference as to what additional document we needed to submit in order to have the Restate Articles of Incorporation of Networking Breakfast Club, Inc., filed.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office at (352) 726-0901.

Cordially,

HAAG, HAAG & FRIEDRICH, P.A.

By:

JEANNETTE M. HAAG

JMH/ss

Encl.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

 COPY

June 6, 2011

HAAG, HAAG & FRIEDRICH, P.A.  
% JEANNETTE M. HAAG  
452 PLEASANT GROVE ROAD  
INVERNESS, FL 34452

SUBJECT: NETWORKING BREAKFAST CLUB, INC  
Ref. Number: N10000011837

We have received your document for NETWORKING BREAKFAST CLUB, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You failed to make the correction(s) requested in our previous letter.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 211A00013777

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

☐ COPY

May 31, 2011

HAAG, HAAG & FRIEDRICH, P.A.  
% JEANNETTE M. HAAG  
452 PLEASANT GROVE ROAD  
INVERNESS, FL 34452

SUBJECT: NETWORKING BREAKFAST CLUB, INC  
Ref. Number: N10000011837

We have received your document for NETWORKING BREAKFAST CLUB, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 311A00013292

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*must state the  
date the Amendment  
was adopted...

**RESTATED ARTICLES OF INCORPORATION OF  
NETWORKING BREAKFAST CLUB, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, this Florida not for profit corporation adopts the following restatement of its Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is Networking Breakfast Club, Inc.

**ARTICLE II. DURATION**

The corporation shall have perpetual duration.

**ARTICLE III. PURPOSES**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

Section 1. The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable and education purposes, by the distribution of its funds for such purposes, and particularly to promote individual choice and a wide variety of service options for older persons in Citrus County; to maximize the benefit of public and private resources to Citrus County's elderly population and their families; and to enhance the benefits to seniors through improved coordination, cooperation and advocacy of all aspects of the "network of elderly services".

Section 2. The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes within the meaning of

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DIVISION OF CORPORATIONS  
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Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Section 3. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **ARTICLE IV. MEMBERS**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and the method of collection thereof, shall be as regulated in the bylaws.

#### **ARTICLE V. BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three (3); provided, however, that such number may be changed as provided in the bylaws.

The term of office of each director shall be one (1) year, until the annual meeting of members following the director's election, and until the qualification of

a successor in office. Annual meetings shall be held in January of each year on the date and at the time determined by the board of directors, at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE VI. OFFICERS**

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be elected at the annual meeting of the board of directors.

## **ARTICLE VII. AMENDMENT OF BYLAWS**

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be altered, amended, or repealed, or new bylaws may be adopted, by a resolution of the board of directors.

## **ARTICLE VIII. PROPERTY**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## **ARTICLE IX. DISSOLUTION**

Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to the members for



their vote. Amendments may be adopted by a vote of a majority of the members of the corporation.

This restatement of the articles of incorporation contains amendments to the articles of incorporation requiring members' approval and upon duly held meeting the membership unanimously voted and consented to said restatement and amendment in accordance with Sections 617.1006 and 617.0701 of the Florida Statutes, to be effective on the 10th day of May, 2011.

Dated: May 10, 2011

  
\_\_\_\_\_  
Angela K. Fields, President

**CERTIFICATE OF ADOPTION OF MEMBERSHIP MEETING  
HELD APRIL 14, 2011 OF NETWORKING BREAKFAST CLUB, INC.**

I, ANGELA K. FIELDS, President, hereby certify the following:

1. That pursuant to Section 617.1002, the Board of Directors unanimously voted and adopted a Resolution setting forth the proposed Restatement of its Articles of Amendment to be submitted to the membership at its duly called meeting of April 14, 2011, for their vote thereon.

2. That the members must vote on any Amendment to Articles of Incorporation or Restatement of Articles of Incorporation.

3. That all members were given notice of the proposed Restated Articles of Incorporation together with a summary of said changes.

4. That on April 14, 2011, at a meeting of the membership, such was submitted for approval and that upon a unanimous vote of all members present, the **attached** RESTATED ARTICLES OF INCORPORATION OF NETWORKING BREAKFAST CLUB, INC., A FLORIDA NOT FOR PROFIT CORPORATION was adopted and approved by said membership and the President, Angela K. Fields, was directed to execute same such being effective on the date of her signature thereon.

5. That I, Angela K. Fields, as President, thereafter executed my signature on May 10, 2011, to submit same for recording.

The above statements are accurate and correct as it relates to the above referenced actions taken by the Board of Directors, accurate and correct actions taken by the membership on the dates set forth above and I have executed this Certificate in compliance with Section 617.1007, Florida Statutes.

DATED this 14<sup>th</sup> day of July, 2011.

  
Angela K. Fields, President