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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida 4-H Association, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Annie Muscato

(Name of Contact Person)

Florida 4-H Association

(Firm/ Company)

2142 Shealy Drive; PO Box 110225

(Address)

Gainesville, FL 32611

(City/ State and Zip Code)

afmuscato@ufl.edu

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

For further information concerning this matter, please call:

Annie Muscato

(Name of Contact Person)

at (352) 294-2906

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES TO THE
ARTICLES OF INCORPORATION
of the
FLORIDA 4-H ASSOCIATION, INC.
(A Nonprofit Corporation)**

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

We, the undersigned, have this 19 day of September, 2013, voluntarily associated ourselves together for the purpose of filing and restating the Articles of Incorporation under the laws of the State of Florida, and hereby amend and restate the following Articles of Incorporation.

ARTICLE I - NAME

The name of said nonprofit corporation is **FLORIDA 4-H ASSOCIATION, INC.**, hereinafter referred to as the "Association."

ARTICLE II - PRINCIPAL OFFICE

The place in this state where the principal office of the Association is to be located is the City of Gainesville, Alachua County.

ARTICLE III - DURATION

The duration of the Association is perpetual.

ARTICLE IV - PURPOSE

The specific purposes for which this Association is organized is as follows:

A. The primary purpose for which this Association is formed is to promote the educational objectives of the Florida 4-H Youth Development Program, under direction of the Florida Cooperative Extension Service, University of Florida. The Association shall also serve as the central organization to coordinate the efforts of county 4-H associations and other subordinate 4-H groups in the State of Florida to promote and support the mission of the Florida 4-H Youth Development program; to foster mental, physical, social, and all other aspects of youth development; to support Extension programs in the interest of youth as the Board of Directors of the Association may deem appropriate; to do any and all things necessary and proper for the accomplishment of the objectives enumerated in this Articles of Incorporation, or necessary or incidental to the benefit and protection of the Association.

B. Other purposes for which this Association is formed are: to do all the acts and things, and business in any manner connected with the objects or purposes or powers of the Association or calculated directly or indirectly to promote the interests, objectives, and ideals of the organization, and in addition, in furtherance of its exempt purpose, to have and exercise all rights, powers and privileges

now or hereafter belonging to or conferred upon nonprofit corporations existing under the laws of the State of Florida.

C. The foregoing statement of purpose or purposes shall be construed as a statement of both purpose and powers and the purposes and powers in each clause shall, except where otherwise expressed, be in no ways limited or restricted by reference to or inference from the terms of provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE V – NO INURE

This Association is organized exclusively as a nonprofit corporation, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will inure to the benefit of any Member, Director, Officer or individual.

ARTICLE VI – REGISTERED AGENT

The name and address of the initial Registered Agent and Office of this Association shall be Keith Diem, whose street address is 3103 McCarty Hall B, Gainesville, FL 32611.

ARTICLE VII - MEMBERSHIP

There shall be two (2) classes of membership of the Association, to wit:

A. **BOARD OF DIRECTORS:** The Board of Directors, hereinafter referred to as the "Board," shall consist of not less than five (5) voting members and not more than seven (7) voting members. Up to four (4) members shall be ex officio appointments to the Board with full voting rights, as set forth in the Bylaws of the Association. The remaining members shall be appointed by the Associate Dean for 4-H Youth Development. Members of the Board of Directors shall be persons with a paramount interest in and be dedicated to the objectives of the Association. Members of the Board of Directors shall have full voting rights at all meetings of the Association except where expressly prohibited in the Bylaws of the Association. No member of the Board of Directors shall be required to pay dues.

B. **AFFILIATE MEMBERS:** Affiliate Members shall be persons, organizations, corporations or agencies interested in the educational and charitable objectives of the Association, who, upon approval of the Board of Directors, may enter into memorandum of understanding with the Association in support of the objectives of the Association. The number of Affiliate Members shall be determined from time to time by the Board of Directors. Affiliate Members shall not have the right to vote at any meeting of the Association; however, they shall have the right to take part in discussions at such meetings.

ARTICLE VIII – OFFICERS of the BOARD

The lawful authority and power of the Association shall be exercised by, and its business shall be conducted and carried on by or authorized to be conducted and carried on by the Board, which shall consist of not less than five (5) voting members and not more than seven (7) voting members.

The Bylaws of said Association shall define the duties of the Officers of the Association; that the manner of election and term of office of the Officers of the Association shall be as set forth in the Bylaws of the Association; that the number of persons to serve in the capacity of Directors may be changed from time to time by the Bylaws of said Association, and that said Association is hereby granted authority to make a Code of Bylaws for its governance, and to amend the same from time to time as provided in said Bylaws.

A. The Association shall have the following officers: Chairperson, Vice Chairperson, Treasurer, and Secretary.

B. The names and addresses of the persons who are to act in the capacity of Directors of this Association until the selection of their successors are as follows:

Chairperson: Dr. Keith Diem
2142 Shealy Drive
Gainesville, FL 32611

Vice Chairperson: Dr. Thomas Obreza
1038 McCarty Hall
Gainesville, FL 32611

Secretary: Annie Muscato
2142 Shealy Drive
Gainesville, FL 32611

Treasurer: Kathy Hartman
2142 Shealy Drive
Gainesville, FL 32611

ARTICLE IX – INCORPORATING MEMBERS

The names and addresses of the Incorporating Members and the Officers who shall manage the affairs of the Association until the first election or appointment under these Articles of Incorporation are as follows:

Chairperson: Dr. Keith Diem
2142 Shealy Drive
Gainesville, FL 32611

Vice Chairperson: Dr. Thomas Obreza
1038 McCarty Hall
Gainesville, FL 32611

Secretary: Annie Muscato
2142 Shealy Drive
Gainesville, FL 32611

Treasurer: Kathy Hartman
2142 Shealy Drive
Gainesville, FL 32611

ARTICLE X – LAW

The said Association is organized pursuant to the General Nonprofit Association Law.

ARTICLE XI - PERMISSION

This Association is organized with the permission of Florida Cooperative Extension Service, University of Florida, and the business of the Association and all its acts, decisions and other actions of its Officers and members in carrying out its purpose and powers shall at all times conform with the provisions of the Florida 4-H Youth Development Program enacted pursuant thereto as well as the provisions of State law.

ARTICLE XII – AMENDMENT OF ARTICLES AND BYLAWS

The Association may amend or rescind the Bylaws of the Association from time to time as provided in said Bylaws.

The Articles of Incorporation may be amended by a two-thirds majority vote of the Board of Directors of the Association at any regular meeting or at any meeting called for that purpose, provided that the amendment has been submitted in writing with the call to meeting. All proposed amendments to the Articles of Incorporation shall be reviewed prior to the call to meeting by the Associate Dean for 4-H Youth Development to ensure adherence to the approved policies, guidelines or procedures of UF IFAS/Extension Service or its Florida 4-H Youth Development Program. The procedure for the abovementioned review shall be set forth in the Bylaws of the Association. Amendments to the Articles of Incorporation shall not conflict with the policies, guidelines, and procedures of the Florida 4-H Youth Development Program.

ARTICLE XIII - MEETINGS

The corporation shall meet at least once annually. The Annual Meeting of the Board shall be held as set forth in the Bylaws of the Association. The Association may provide in its Bylaws for the holding of additional Regular and Special meetings and the appropriate notice for such meetings.

ARTICLE XIV – FISCAL YEAR

The Bylaws of the Association shall define the fiscal year.

ARTICLE XV – DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Association, all of its assets remaining after payment of all costs and expenses of such dissolution shall be conveyed to the Florida 4-H Club Foundation, Inc., a Florida not-for-profit corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Service Code, or its successors, for distribution to the Florida Cooperative Extension Service, Institute of Food and Agricultural Sciences, University of Florida. None of the assets will be distributed to any Member, Officer, or Director of the Association. In the event that the Florida 4-h club

Foundation, Inc., is no longer qualified, in existence, is willing, or is able, to accept the assets, they will be conveyed to the University of Florida Foundation or an organization described in 501(c)3 as having a like purpose.

ARTICLE XVI – USE OF THE UNIVERSITY NAME AND RESOURCES

The Associate Dean for 4-H Youth Development shall monitor and control the use of the University of Florida resources used by the Association, as well as the name of the University or any of its units. Any person employed by the Association shall not be considered to be an employee of the University Of Florida Board Of Trustees or of the State of Florida solely by virtue of such employment.

These amended and restated Articles of Incorporation have been adopted by the Florida 4-H Association Members on August 27, 2013.

Annie Muscato

Annie Muscato, Florida 4-H Association Secretary

9/19/13

Date