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DIVISION OF CORPORATIONS
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Amended/Restarted
cc
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **FIRST PRIORITY OF West Florida, Inc.**

DOCUMENT NUMBER: **N12000004442**

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

Please return all correspondence concerning this matter to the following:

TAMARA S YOUNG

(Name of Contact Person)

TAMARA S YOUNG EA TAX & ACCOUNTING SVCS LLC

(Firm/ Company)

10321 N DAUPHINE TERR

(Address)

DUNNELLON, FL 34433

(City/ State and Zip Code)

tyoungea@embarqmail.com

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

For further information concerning this matter, please call:

Tammy Young

(Name of Contact Person)

at (**352**) **795-2496**

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

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 OF INCORPORATION
OF

FIRST PRIORITY OF West Florida, INC.
(a Florida Nonprofit Organization)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUL 16 AM 10:03

WHEREAS, FIRST PRIORITY of West Florida Inc desires to amend and restate the
Articles of Incorporation of FIRST PRIORITY of Central Florida Inc; and

WHEREAS, the Board of Directors has the authority to amend the Articles of
Incorporation pursuant to Article 617.1002, Florida Statutes; and

WHEREAS, these Amended and Restated Articles of incorporation shall fully
supersede any and all previously filed Articles of Incorporation for this Corporation.

The undersigned, pursuant to 617.1007, Florida Statutes, adopt the following
Amended and Restated Articles of Incorporation for said Corporation:

ARTICLE I

Name

The name of the corporation is FIRST PRIORITY OF West Florida, Inc.

ARTICLE II

The principal place of business address is:

8070 N Hillview Circle
Citrus Springs, FL 34434

The mailing address of the corporation is:

8070 N Hillview Circle
Citrus Springs, FL 34434

ARTICLE III

Purpose

The purpose for which the corporation is formed and the powers it may exercise follow:

To promote Christian values on school campuses by providing junior and senior high students an opportunity to form groups and develop alternative ways of dealing with issues they face;

To form a network of multi-denominational youth pastors and churches, parents, and business leaders working together to make an impact on students' lives and providing alternatives to influences such as drugs, alcohol, gangs and other negative peer groups;

To provide extracurricular activities for students, parents, and their communities by supporting the development of similar organizations at schools in surrounding counties;

To solicit, collect, receive and administer funds exclusively for such purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code;

To administer and distribute the corporation's income and assets in such manner as in the Director's judgment will best promote its objectives and purposes; and

To exercise any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Florida Not For Profit Corporation Act may exercise, but no other power.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended, or (ii) an organization's contributions which are deductible under Section 170 (c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 4945 of the Internal Revenue Code. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

The manner in which directors are elected or appointed is as provided for in the bylaws.

ARTICLE V

Registered Office and Registered Agent

The name and Florida street address of the registered agent is:

<u>Name</u>	<u>Address</u>
David S Kenney	8070 N Hillview Circle, Citrus Springs, FL 34434

ARTICLE VI

Incorporator

The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
David S Kenney	8070 N Hillview Circle, Citrus Springs, FL 34434

ARTICLE VII

First Board of Directors

The names and addresses of the members of the first Board of Directors of the corporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
DIR	Dr. James Muse	12008 Delaware St, Dunnellon, FL 34431
DIR	Victoria Webber	931 W Maximilian Pl, Citrus Springs, FL 34434
DIR	Patricia Kenney	1305 W Sorrento Dr, Citrus Springs, FL 34434

ARTICLE VIII

Effective Date

The effective date for this corporation shall be:

5/01/2012

ARTICLE IX

Form of Organization and Financing

The corporation is formed on a non-stock, directorship basis:

The general plan under which the corporation is to be financed is by contributions of funds and property for its purposes as stated in these Articles and for no other purpose.

ARTICLE X

Limitation of Volunteer Directors' Liability

A volunteer director shall not be personally liable to the corporation for monetary damages for breach of the director's fiduciary duty, except that a volunteer director's liability is not limited for:

- (1) a breach of the director's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a transaction from which the director derived an improper personal benefit; or
- (4) an act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such.

ARTICLE XI

Indemnification of Directors and Officers

The corporation may indemnify its present and past directors, officers, employees and agents, and such other persons as it shall have the power to indemnify, to the fullest extent permitted under the laws of the State of Florida

as they now exist or may hereafter be amended, but subject to any limitations provided in the corporation's bylaws.

ARTICLE XII

Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax exempt purposes. No part of the income or assets of the corporation shall inure to the private benefit of any individual or directors. If the corporation's purposes fail or if the corporation ceases to be approved as a tax exempt organization under the Internal Revenue Code, and any such defect is not cured by the appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations as the directors shall designate as best accomplishing the purposes for which the corporation was formed, provided that the organizations receiving such assets are qualified as tax exempt under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been distributed.

ARTICLE XIII

Restrictions and Limitations

The corporation shall be organized and operated so as not to constitute a "private foundation" under the provisions of Section 509 of the Internal Revenue Code as it now exists or may hereafter be amended. Without limiting the foregoing general prohibition, the following shall apply:

- (1) No part of the net assets or earnings of the corporation shall inure to the benefit of any private individual, firm or corporation;
- (2) No substantial part of the corporation shall be to carry on propaganda or to otherwise attempt to influence legislation;
- (3) The corporation shall not intervene in any political campaign on behalf of any candidate for public office.
- (4) The income and/or principal of the corporation shall be distributed in such manner and at such times as not to subject the corporation to taxes on undistributed income imposed by Section 4942 of the Internal Revenue Code;

- (5) The corporation shall not engage in or permit any act of self-dealing; as such term is defined in Section 4941 (d) of the Internal Revenue Code;
- (6) The corporation shall not make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code;
- (7) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code beyond the period permitted therein for the disposition of such excess business holdings; and
- (8) The corporation shall not make a taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XIV

Amendments

The corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute.

WE HEREBY CERTIFY that these Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors at a meeting of the Directors held on the 5th day of June, 2012.

WITNESSES

Judith E. Norman
 Witness Signature
 Print Name: Judith E. Norman

Penny Ranew
 Witness Signature
 Print Name: Penny Ranew

FIRST PRIORITY of West Florida, Inc.

[Signature]
 Chairman/President Signature
 Print Name: James A. Mule
 Address: Museum Eyecare
 Date: 5400 SW College Rd Ste 106 6-22-12
Ocala, FL 34474

ATTEST:

Sue Dunaway
 Witness Signature
 Print Name: SUE DUNAWAY

John J. Dunaway
 Witness Signature
 Print Name: JOHN J. DUNAWAY

Victoria L. Webber
 Secretary Signature
 Print Name: VICTORIA L. WEBBER
 Address: 931 W. MAXIMILIAN PL
CITRUS SPRINGS, FL 34434
 Date: June 21, 2012

Articles of Amendment
to
Articles of Incorporation
of

FIRST PRIORITY OF WEST FLORIDA, INC.

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

N12000004442

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

DAVID S KENNEY

8070 N HILLVIEW CIRCLE

(Florida street address)

New Registered Office Address:

CITRUS SPRINGS

(City)

Florida 34434
(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

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change <u> </u> Add <u>X</u> Remove	<u>CP</u>	<u>DAVID S KENNEY</u>	<u>8070 N HILLVIEW CIRCLE</u> <u>CITRUS SPRINGS, FL 34434</u>
2) <u> </u> Change <u>X</u> Add <u> </u> Remove	<u>CD</u>	<u>DR. JAMES MUSE</u>	<u>12008 DELAWARE ST</u> <u>DUNNELLON, FL 34431</u>
3) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
4) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific.)

SEE ATTACHED

The date of each amendment(s) adoption: 06/05/12

Effective date if applicable: 06/22/12
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated _____

Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SEE ATTACHED TYPED AMENDMENT

(Typed or printed name of person signing)

(Title of person signing)