

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

THE REGULARS CLUB, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, THE REGULARS CLUB, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on August 20, 2012.
3. The sole member of the Corporation adopted and approved a resolution setting forth the proposed amendment at a meeting of the members on August 20, 2012.

IN WITNESS WHEREOF, the undersigned officer of The Regulars Club, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Corporation on August 20, 2012.

THE REGULARS CLUB, INC.

By: Tawana Adams
Name: Tawana Adams
Title: Director

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SECRETARY
HALL COUNTY, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE REGULARS CLUB, INC.**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME & DURATION**

The name of the corporation (the "Corporation") shall be: THE REGULARS CLUB, INC.

The Corporation shall have perpetual existence unless dissolved sooner according to law.

**ARTICLE II
PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) To provide a forum and opportunity for members of the Corporation to express their views and opinions on the aging process and the effects of alternative product choices on the aging process, including the use of tobacco and tobacco products and the various ways, means, and manners of using and manufacturing tobacco products.

(b) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of, property, real or personal, tangible or intangible, in furtherance of the purposes enumerated in Article II(a);

(c) To purchase, improve, operate, manage, own, use or lease, in whole or in part, any building or other structure located on real property owned or leased by the Corporation, or by any other person or entity for use by the Corporation and members of the Corporation.

(d) To borrow money, to issue evidences of indebtedness, and to mortgage, pledge and grant security interests in its property.

(e) To enter into and perform, cancel or rescind agreements and contracts of any nature.

(f) To sue and be sued in its own name.

(g) To accept gifts, bequests, contributions and donations from individual corporations, associations, foundations or other entities, with or without restrictions.

(h) To carry out its purposes in this state or elsewhere, in compliance with all applicable laws.

(i) To exercise any and all powers and privileges which it might now or hereafter be lawful for any corporation to exercise, and to have all rights, powers, privileges and

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immunities, under and pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, or any other law that now or hereafter may be applicable to the Corporation.

(i) To make bylaws for the government and regulations of the Corporation's affairs.

(j) To do any and all other acts and things necessary, convenient or expedient for the furtherance of the purposes for which the Corporation is formed.

The foregoing sections shall be construed as purposes, objects and powers. It is intended by the provisions of these Articles of Incorporation that the Corporation shall be an organization exempt from federal income taxation under the provisions of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended ("Section 501(c)(7)"), and all provisions of these Articles of Incorporation shall be construed so as to effect such intention. The Board of Directors, the officers and the members shall have no power or authority to do any act which would prevent the Corporation from being an organization described in Section 501(c)(7).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 exempt from Federal income taxation under Section 501(c)(7).

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) of the Internal Revenue Code of 1986, as amended, or corresponding sections or provisions of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

ARTICLE III MEMBERS OF THE CORPORATION

The qualifications for membership and the manner of the admission of members shall be as stated in the Bylaws of the Corporation.

ARTICLE IV BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation. The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

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**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

**ARTICLE VI
BYLAWS**

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

**ARTICLE VII
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Board of Directors from time to time; and the Articles of Amendment may be signed by an officer of the Corporation.

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