

N 12257

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Handwritten signatures and initials.

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

MID-FLORIDA UTILITY CONTRACTORS ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

AMENDED AND RESTATED ARTICLES OF  
INCORPORATION ATTACHED.

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**SECOND:** The date of adoption of the amendment(s) was: February 11, 1997

**THIRD:** Adoption of Amendment (CHECK ONE)

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

Mid Florida Utilities & Transportation Contractors Association, Inc.  
Corporation Name

Kenneth D. Bare, Sr.

Signature of Chairman, Vice Chairman, President or other officer

Kenneth D. Bare, Sr.

Typed or printed name

President

March 14, 1997

Title

Date

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**of**  
**MID-FLORIDA UTILITY CONTRACTORS ASSOCIATION, INC.**

**ARTICLE I**  
**Name**

The name of the corporation shall be:

Mid Florida Utilities & Transportation Contractors Association, Inc.

**ARTICLE II**  
**Principal place of business**

The principal place of business and mailing address of this Corporation shall be:

300 North County Road 427, Suite 101  
Longwood, Florida 32750

**ARTICLE III**  
**Purpose**

The specific purposes for which the Corporation is organized are:

A. To serve as a trade or business association for the utility construction industry and related businesses in the central Florida area.

B. To hold meetings, seminars, workshops, and other gatherings to promote, sponsor, and improve the utility construction industry and related businesses in the central Florida area.

C. To keep abreast of changes and new developments in the utility construction industry, and to educate and inform the membership of the Corporation as to such changes and new developments.

D. To solicit, receive, hold, and disburse funds, and to acquire, hold, convey, rent, and mortgage real and personal property, all to assist the Corporation in furthering its objectives of promoting, sponsoring, and improving the utility construction industry in the central Florida area.

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E. To work toward the improvement of relations between employees and employers involved in the utility construction industry in the central Florida area.

F. To develop an informed and enlightened public understanding of the utility construction industry and the role that it serves in central Florida.

G. To support sound and responsible legislation that has an effect upon the utility construction industry.

H. To make contributions to any organizations described in Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U. S. Internal Revenue Law) which are organized for purposes similar to those of this Corporation.

I. To engage in any and all lawful activity incidental to the foregoing purposes, except as restricted herein.

J. To operate exclusively always in any other manner as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amend, or under any corresponding provisions of any subsequent federal tax laws, covering tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

#### **ARTICLE IV**

##### **Duration**

The term of existence of the Corporation is perpetual.

#### **ARTICLE V**

##### **Board of Directors and Manner of Election**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no greater than eleven (11) and no fewer than three (3), except that the number of Directors may be increased by a bylaw or bylaw amendment duly adopted by the Corporation.

Directors shall serve terms as provided in the bylaws of the Corporation. Annual meetings shall be held at the offices of the Corporation or such other place as the Board may designate 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 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 Board of Directors. Any certificate or other document filed under any provision of law which 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 the bylaws of this Corporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

Only authorized representatives of members of the Corporation, as defined more specifically in the bylaws, shall be qualified to serve as Directors.

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

Ken Bare  
2170 West State Road 434, Suite 130  
Longwood, Florida 32779

Rick Bullington  
990 Miller Drive  
Altamone Springs, Florida

Chuck Reed  
590 Ferguson Drive  
Orlando, Florida

Jack Mason  
1936 Lee Road  
Winter Park, Florida

Rebecca Bush  
291 Anchor Road  
Casselberry, Florida

Dave Erickson  
7285 Estapona Circle  
Fern Park, Florida

Sam Etheridge  
3333 Old Winter Garden Road  
Orlando, Florida

Tom Helgoth  
990 Ringhaver Drive  
Orlando, Florida

Gregg Inghram  
5218 North Pine Hills Road  
Orlando, Florida

Steve Mello  
4004 Clarcona-Ocoee Road  
Orlando, Florida

Ernie Wolf  
1936 Lee Road  
Winter Park, Florida

John Walsh  
2313 Vulcan Road  
Apopka, Florida

#### **ARTICLE VI** **Officers**

The Board of Directors shall elect from among the members of the Board the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this Corporation may authorize the Directors to elect from time to time. One individual shall not hold more than one office, except that one person may serve as both secretary and treasurer. The officers shall be elected at each annual meeting of the Board of Directors.

Only authorized representatives of members of the Corporation, as defined more specifically in the bylaws, shall be qualified to serve as officers.

## **ARTICLE VII**

### **Corporate Powers and Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 III hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions 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 tax under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE VIII**

### **Distribution of Assets**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine or to the federal, state or local government, for a public purpose. Any such 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, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **Membership**

The qualifications for members and the manner of their admission shall be as provided for in the bylaws.

**ARTICLE X**  
**Amendment of Bylaws**

Subject to the limitations contained in the bylaws, and 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, bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a majority vote of the Board of Directors, or by following the procedure set forth therefor in the bylaws.

**ARTICLE XI**  
**Declaration of Assets**

The property of this Corporation is irrevocably dedicated to the purposes set forth in these Articles 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.

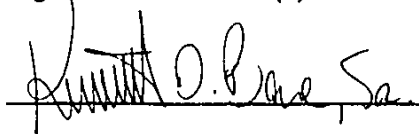
**ARTICLE XII**  
**Registered Agent and Street Address**

The name and address of the registered agent is:

R. Bruce Kershner  
300 North County Road 427, Suite 101  
Longwood, Florida 32750

The undersigned incorporator has executed these Articles of Incorporation  
this 22<sup>ND</sup> day of April, 1997.

Signature of Director(s):



Kenneth D. Bare, Sr.

Typed name

President

Title

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Mid Florida Utilities & Transportation Contractors Association

2. The name and address of the registered agent and office is:

R. Bruce Kershner  
(Name)

300 North County Road 427, Suite 101  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Longwood, FL 32750  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

R. Bruce Kershner  
(Signature)

April 22, 1997  
(Date)