

N13000006280

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And
JAN 31 2014
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FILED
14 JAN 28 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CLARK, CAMPBELL,
LANCASTER & MUNSON, P.A.

JUSTIN P. CALLAHAM, LL.M.

Associate

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January 27, 2014

VIA FEDERAL EXPRESS

ASSOCIATES

JUSTIN P. CALLAHAM, LL.M.
IVELISSE DE LA FE
KYLE H. JENSEN
LAURA L. KELLY¹
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RALPH H. SCHOFIELD, JR.
WINTON G. WILKS, IV

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: CEO Edge, Inc.

BOARD CERTIFICATIONS

1 Real Estate
2 Tax Law
3 City, County & Local Government

To Whom It May Concern:

In reference to the above named entity, please find enclosed for filing Amendment to Articles of Incorporation.

Also enclosed is firm check # 45096 in the amount of \$43.75, representing the filing fee.

If anything additional is required, please do not hesitate to contact me.

Sincerely,

Justin P. Callaham

JPC/esk

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **CEO EDGE, Inc.**

DOCUMENT NUMBER: **N13000006280**

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

Please return all correspondence concerning this matter to the following:

Ronald L. Clark

(Name of Contact Person)

(Firm/ Company)

500 South Florida Avenue, Suite 800

(Address)

Lakeland, Florida 33801

(City/ State and Zip Code)

rclark@clarkcampbell-law.com

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

For further information concerning this matter, please call:

Justin P. Callaham

(Name of Contact Person)

at **(863) 647-5337**

(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 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

Articles of Amendment
to
Articles of Incorporation
of

CEO EDGE, Inc.

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

N13000006280

(Document Number of Corporation (if known))

FILED
14 JAN 29 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

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:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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: 11/12/13, if other than the date this document was signed.

Effective date if applicable: _____
(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)

Ronald L. Clark

(Typed or printed name of person signing)

President

(Title of person signing)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CEO EDGE, INC.,
a Florida not-for-profit corporation**

Pursuant to the provisions of section 617.1002, Florida Statutes, this Florida not-for-profit corporation adopts the following articles of amendment to its Articles of Organization:

FIRST: The date of filing the Articles of Organization was July 11, 2013. The document number for this entity is N13000006280.

SECOND: The following amendments to the Articles of Organization were adopted by CEO EDGE, INC. (the “**Corporation**”):

A. Article III is hereby amended and restated in full to read as follows:

“Article III. Purpose.

The general purpose of the Corporation is to be involved in fostering leadership skills among its membership and the community as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 1986 or the corresponding provision of any future United States tax code.

No part of the net earnings of the Corporation, if any, 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 rendered and to make payments or distributions in furtherance of the purposes set forth herein. No part of the activities of the Corporation shall be for the carrying on of propaganda or attempting to influence legislation which does not promote the common business interest of the Corporation’s members. Further, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall further function and operate as a Florida not-for-profit corporation specifically for the following purposes and with the following objectives:

CEO EDGE, INC.'s membership is comprised of business executives from in and around Polk County, Florida. The members of CEO EDGE, INC. believe that it is in their common business interest, and in the interest of the Polk County community as a whole, to improve, develop, and maintain the management and operational skills required by the members in their employment. The maintenance and improvement of the members' executive management skills is expected to improve the overall business environment in and around Polk County, Florida by increasing the management and operational efficiency of CEO EDGE, INC.'s members' employers, increasing communication between related businesses, and helping address various problems facing business executives in and around Polk County, Florida.

In pursuance of the common business interests listed above and in an effort to improve the business environment in and around Polk County, Florida, CEO EDGE, INC. will hold round table discussions, host speakers, and sponsor retreats for its members. In total, these activities are expected to help CEO EDGE, INC.'s members improve, develop, and maintain their management and operational skills. The round table discussions will focus on sharing management ideas, techniques, and experiences among the members. CEO EDGE, INC. believes that the exchange of ideas, techniques, and experiences among its members is crucial to the maintenance of the member's management and operational skills. Further, increased communication between CEO EDGE, INC.'s members will improve the business conditions in Polk County, Florida by fostering inter-industrial synergies and helping resolve potential problems when they arise. Speakers will introduce new management ideas and techniques to CEO EDGE, INC.'s members. CEO EDGE, INC. believes that the introduction of new management strategies to its members is necessary to ensure that its members remain on the cutting edge of management and operational efficiency. Finally, retreats will allow members the opportunity to focus their combined attention on developing strategies to implement the management ideas and techniques examined at the round table discussions and introduced by the speakers.

B. A new Article VII is inserted to read as follows:

"Article IX. Prohibitions and Requirements.

At any time during which the Corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);
- (d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);
- (e) During the period it is a "private foundation" as defined in I.R.C. §509, the Corporation shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a)."

C. A new Article VIII is inserted to read as follows:

"Article X. Compensation and Distribution of Assets on Dissolution.

No officer or member of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except actual expenses to or on behalf of said Corporation, if such expenses are authorized jointly by the President and Vice President.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such Corporation or Corporations, as the court shall determine, which are organized and operated exclusively for charitable purposes."

THIRD: These amendments were adopted on the date set forth below.

FOURTH: These amendments were approved by the members. The number of votes cast for these amendments was sufficient for approval.

[Signature Page to Follow]

Signed this 12th day of ~~September~~ ^{November} 2013.

CEO EDGE, INC.,
a Florida not-for-profit corporation

By: _____

CLIFFORD K. OTTO, its President

By: _____

PAUL J. NORIS, its Treasurer

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