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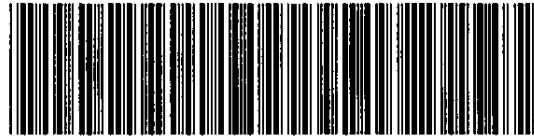
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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: COLUMBIAN #1, INC.

DOCUMENT NUMBER: N13137

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

Please return all correspondence concerning this matter to the following:

DEBBY ROBINSON
(Name of Contact Person)

THORNTON & TORRENCE, P.A.
(Firm/ Company)

6709 RIDGE ROAD, SUITE 106
(Address)

PORT RICHEY, FLORIDA 34668
(City/ State and Zip Code)

DEBBYR@THORNTONTORRENCE.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DEBBY ROBINSON at (727) 845-6224
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- | | | | |
|---|---|--|--|
| <input checked="" 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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

COLUMBIAN #1, INC.

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned Corporation, under Articles of Incorporation filed on January 16, 1986, pursuant to a resolution duly adopted by its Board of Directors and members, hereby amends its Articles of Incorporation and further restates the same as follows:

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ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be COLUMBIAN #1, INC. at 5850 K of C Drive, Port Richey, FL 34668.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized exclusively as a social club within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, the Corporation is organized for the purpose of:

- (a) Holding an interest in and operating the building and property located at 5850 K of C Drive, Port Richey, FL 34668 for members of the Corporation as a meeting and social gathering place for the members of Father Felix Ullrich Council # 5869 (hereafter sometimes referred to as the "Council").
- (b) Promoting through its members the charitable activities which will benefit the Catholic Church, the Parishes of Pasco County, the Council and the Order of the Knights of Columbus.
- (c) Facilitating through its members the civic, charitable, fraternal, and patriotic activities of the Council.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

3.01 No Earnings. 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 rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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 or in opposition to any candidate for public office.

3.03 Prohibition. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(7) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed by the board to a Catholic Organization recognized by the Internal Revenue Service as tax exempt within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. 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 purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

6.01 Eligibility. The membership of the Corporation shall consist solely of members in good standing of the Council. Termination of membership in the Council for any reason shall immediately and automatically terminate Corporation membership. A member so terminated shall have no rights, privileges, title or interest in the Corporation.

6.02 Non-transferability of Membership. Membership in the Corporation is not transferable or assignable.

6.03 Voting. Each member shall have one vote at the annual meeting of the Corporation for the purpose of electing at large members to the Board of Directors. Procedures for conducting member meetings shall be set forth in the bylaws.

6.04 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in accordance with procedures set forth in the Bylaws.

ARTICLE 7: BOARD OF DIRECTORS

7.01 The Corporation shall be governed by a Board of Directors each of whom shall be a member of the Corporation. The Board shall consist of eight Directors elected by the members at large, and the Grand Knight of the Council.

7.02 Election of Directors.

(a) The candidates for Director shall be nominated from the floor at the Annual Meeting of the members and elected by a majority vote of the members in attendance.

(b) Directors shall serve a term of two years. At the first annual meeting of the Board of Directors after adopting these amended Articles, the Board shall divide itself into two (2) classes as nearly equal in membership as possible for the purpose of term expiration. One classification of members will serve a term ending at the next annual meeting. Thereafter these positions will be filled for two (2) year terms. The second classification will serve a two (2) year term beginning with the first annual meeting and elected every two (2) years alternating with the first classification. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

7.03 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a procedure set forth in the Bylaws.

7.04 Quorum and Voting. A majority of the number of Directors shall constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7.05 Time, Notice and Call of Meetings.

(a) The Board of Directors shall meet each year immediately after the annual meeting of the members at the place the meeting has been held, to elect officers as set forth in the bylaws and to consider other business.

(b) The Board of Directors shall meet monthly for the transaction of any business that may be presented to the Board. Provision for the time, notice and call of meetings of the Board of Directors shall be made in the bylaws.

ARTICLE 8: AMENDMENT OF BYLAWS

The bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least ten days prior to such meeting.

**ARTICLE 9: DEFENSE AND INDEMNIFICATION OF
OFFICERS AND DIRECTORS**

The Corporation shall defend, indemnify and hold harmless, every registered agent, Director or Officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a Director or Officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE 10: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

ARTICLE 11: REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 119 Caryl Way, Oldsmar, Florida 34677, and the name of the initial registered agent of this Corporation at that address is Ed Sudzina.

The foregoing restated Articles of Incorporation restate, integrate and amend the provisions of the Corporation's Articles of Incorporation as theretofore amended, and with the exception of new amendments included herein and omitted matters of historical significance only, there is no discrepancy between these provisions and the provisions of the restated Articles of Incorporation.

These amended and restated Articles of Incorporation were adopted by majority vote of the Board of directors and approved by the required number of affirmative votes of the members on May 11, 2009.

DATED this 19th day of May, 2009.

COLUMBIAN #1, INC.

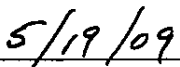
By: _____

Ed Sudzina, President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Ed Sudzina



Date