

NH000003397

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000315579 3)))



H180003155793ABC6

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GUNSTER, YOAKLEY & STEWART, P.A.
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 671-2527

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18 NOV - 1 AM 9:08

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CLAY COUNTY ECONOMIC DEVELOPMENT
CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

RECEIVED

2018 NOV - 1 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FL

NOV 02 2018
S. YOUNG

((H18000315579 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CLAY COUNTY ECONOMIC DEVELOPMENT CORPORATION,
A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (the "Act"), CLAY COUNTY ECONOMIC DEVELOPMENT CORPORATION, a not-for-profit corporation under the laws of the State of Florida, amends and restates its Articles of Incorporation which were filed on April 7, 2014 and assigned Document Number N14000003397; and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is CLAY COUNTY ECONOMIC DEVELOPMENT CORPORATION.

ARTICLE II
ADDRESS

The address of the principal office of the Corporation is 1845 Town Center Boulevard, Suite 110B, Fleming Island, Florida 32003.

The Corporation's mailing address is 1845 Town Center Boulevard, Suite 110B, Fleming Island, Florida 32003.

ARTICLE III
PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, literary, educational and scientific purposes as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restriction, the Corporation is organized for the following purposes:

(a) Advancement of the economic development and public welfare of Clay County, Florida by promoting and assisting the growth and development of businesses, including the encouragement of public and private partnerships, coordinating planning and development, leveraging resources, providing and developing leadership for economic and development activities and any other community development activities deemed a priority by the Corporation.

(b) Benefitting the community and individuals by increasing employment opportunities for those unemployed and underemployed and supporting the establishment and expansion of business and industry in Clay County, Florida.

(c) Supporting the Clay County Board of County Commissioners so as to reduce its burden in promoting job creation in Clay County, Florida by leveraging private sector contributions, and private sector efficiencies.

((H18000315579 3)))

The purposes specified above shall not be held to limit or restrict in any manner the powers of this Corporation as conferred by the laws of the State of Florida and shall be understood to be in furtherance of, and in addition to, such general powers conferred on corporations not for profit under the provisions of Chapter 617 of the Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

Notwithstanding the foregoing:

(a) No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

(b) The Corporation shall not participate, directly or indirectly, 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 not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in the Code and Treasury Regulations.

(c) The Corporation shall not exercise in any manner or for any purpose any power or authority granted herein which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code.

(d) The Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV **ELECTION OR APPOINTMENT OF DIRECTORS**

The Directors shall be elected or appointed as provided for in the Bylaws of the Corporation.

ARTICLE V **INITIAL BOARD OF DIRECTORS**

The number of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

The following persons shall constitute the initial Board of Directors of the Corporation:

(((H18000315579 3)))

<u>Name</u>	<u>Address</u>
George Egan	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Ted McGowan	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Jerry Agresti	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Julia Truman	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Dr. Anna Lebesch	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Joe Mobley	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Brian Knight	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Van Royal	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
David Meyer	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Joseph Nowland	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003
Steve Gormley	1845 Town Center Blvd., Suite 110-B Fleming Island, FL 32003

ARTICLE VI
DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of

(((H18000315579 3)))

the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations designated by Clay County, Florida to pursue economic development or such other entity as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

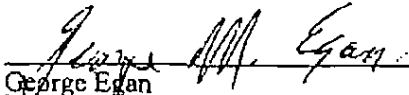
ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1845 Town Center Boulevard, Suite 110B, Fleming Island, Florida 32003, and the name of the initial Registered Agent of the Corporation is Jamie-Joe A. Harris.

ARTICLE VIII
ADOPTION

These Amended and Restated Articles of Incorporation were approved and adopted by the Corporation's Board of Directors at a duly called meeting on September 18, 2018, at which a quorum was present. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval. The Members of the Corporation are not entitled or required to vote on amendments to the Corporation's Articles of Incorporation. These duly adopted Amended and Restated Articles of Incorporation of the Corporation supersede the original Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 18 day of September, 2018.



George Egan
Chairman

((H18000315579 3)))

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated not for profit 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 as provided for in Chapter 617, Florida Statutes.

Dated: September 18, 2018



Jamie-Joe A. Harris
Registered Agent