

114000010140

CHESSER & BARR, P.A.

ATTORNEYS

1201 EGLIN PARKWAY
SHALIMAR, FLORIDA 32579

(Address)

(City/State/Zip/Phone #)

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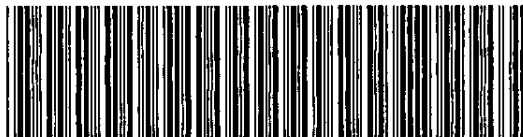
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 24, 2015

CHESSER & BARR, P.A.
1201 EGLIN PARKWAY
SHALIMAR, FL 32579

SUBJECT: FOUNDATION OF THE CRESTVIEW AREA CHAMBER OF
COMMERCE, INC.
Ref. Number: N14000010140

We have received your document for FOUNDATION OF THE CRESTVIEW
AREA CHAMBER OF COMMERCE, INC. and your check(s) totaling \$35.00.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your
document accordingly.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6050.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 515A00017833

Articles of Amendment

Restated

Articles of Incorporation
of

Foundation of the Crestview Area Chamber of Commerce, Inc

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

N 140000010140

(Document Number of Corporation (if known))

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:

Restatement

A. If amending name, enter the new name of the corporation:

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:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(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:

J. Michael Hamby

1447 Commerce Drive

(Florida street address)

New Registered Office Address:

Crestview

(City)

Florida

32539

(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.

J. Michael Hamby

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	_____	_____	_____
<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			_____

[illegible]

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE**

FOUNDATION OF THE CRESTVIEW AREA CHAMBER OF COMMERCE, INC.

WHEREAS the original Articles of Incorporation of the Foundation of the Crestview Area Chamber of Commerce, Inc. ("original Articles") was first adopted by the board of directors on October 6, 2014;

WHEREAS the original Articles reserved the power to revoke or amend the original Articles to the board of directors without the approval of its members;

WHEREAS the board of directors, by the required vote and during a regularly scheduled meeting, desires to restate the Articles of Incorporation to read as follows:

Article 1. Name

The name of the corporation shall be:

FOUNDATION OF THE CRESTVIEW AREA CHAMBER OF COMMERCE, INC.

Article 2. Address

The address of the principal office and the mailing address of the corporation is:

1447 Commerce Drive, Crestview, FL 32539.

Article 3. Registered Office and Agent

The street address of the registered office of the corporation is:

1447 Commerce Drive, Crestview, FL 32539

The name of its registered agent at that address is:

J. Michael Hamby

Article 4. Members

The corporation shall have members as defined in the Bylaws of the corporation and shall be entitled to one vote per member. The corporation shall not issue membership certificates nor issue shares of stock.

Article 5. Not-for-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

Article 6. Duration

The duration (term) of the corporation is perpetual.

Article 7. Purposes

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article 8. Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 7 (Purposes) of these Articles.

Article 10. Tax-Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 11. Dissolution

Upon the 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, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article 12. Board of Directors

There shall be a Board of Directors consisting of the following individuals who shall serve the following term:

NAME	INITIAL TERM LENGTH
○ Dr. Margareth Larose-Pierre	1 Year
○ Mr. Bob Jones	1 Year
○ Mr. Paul Lowrey	1 Year
○ Ms. Karen Hardell	1 Year
○ Mr. Michael Hamby	2 Years
○ Ms. Penny Eubanks	2 Years
○ Mr. Ryan Price	3 Years
○ Mr. Walter Hooks	3 Years
○ Dr. Pamela Meadows	3 Years
○ Past President of Chamber	1 Year (Ex- officio Member)

Thereafter, each director shall be elected by majority vote of the Board of Directors in the

manner, and at the times, set forth in the Bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

Article 13. Officers

The officers of the corporation shall initially consist of a board chairman, vice chairman, secretary and treasurer who shall be appointed. Thereafter there shall be such officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such a time, and in such a manner, as may be prescribed by the Bylaws or by law.

Article 14. Incorporators

The name and address of each incorporator is as follows:

NAME	ADDRESS
○ Dr. Margareth Larose-Pierre, Chairman	1447 Commerce Dr., Crestview, FL 32539
○ Bob Jones, Vice Chairman	1447 Commerce Dr., Crestview, FL 32539
○ Mr. Paul Lowrey, Secretary	1447 Commerce Dr., Crestview, FL 32539
○ Ms. Stephanie Overstreet, Treasurer	1447 Commerce Dr., Crestview, FL 32539

Article 15. Bylaws

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be subsequently altered, amended or rescinded by the Board of Directors.

Article 16. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

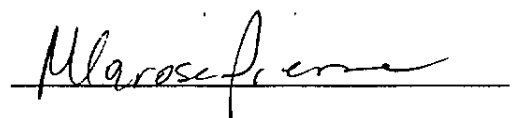
Article 17. Indemnification and Civil Liability Immunity

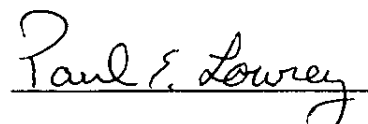
The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence

The date when corporate existence shall commence is November 1, 2014

The undersigned board president and board secretary have signed these First Amended and Restated Articles of Incorporation on *this* _____ *day of* _____, 2015.


Dr. Margareth Larose-Pierre, Chairman


Mr. Paul Lowrey, Secretary

The date of each amendment(s) adoption: 7/21/2015, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 8/18/15

Signature M. Larose Pierre
(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)

MARGARETH LAROSE PIERRE
(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD
(Title of person signing)