

N14-000011611

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Special Instructions to Filing Officer:

9/2 Mr. Lojo gave authorization
to add the name of the RA to
Article VI on page 3.
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TALLAHASSEE, FLORIDA

Amended & Restated
Articles

SEP 02 2015

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gulf Coast Agriculture and Natural Resources Youth Organization Inc

DOCUMENT NUMBER: N140000011611

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

Please return all correspondence concerning this matter to the following:

Gwen Shiver

(Name of Contact Person)

(Firm/ Company)

1320 McKenzie Rd

(Address)

Cantonment, FL 32533

(City/ State and Zip Code)

gwenshiver@yahoo.com

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

For further information concerning this matter, please call:

Gary B. Leuchtman

(Name of Contact Person)

at 850-316-8179

(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

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LAW OFFICE OF
GARY B. LEUCHTMAN, PLLC

921 NORTH PALAFOX STREET • PENSACOLA, FL 32501 • 850-316-8179 • GBL@LEUCHTMANLAW.COM

June 11, 2015

VIA Certified Mail

Department of State
Corporations Division
PO Box 6327
Tallahassee, FL 32314

Re: **Gulf Coast Agriculture and Natural Resources Youth Organization, Inc. –**
Amended and Restated Articles of Incorporation


To Whom It May Concern:

Enclosed herewith please find the following:

1. Cover Letter;
2. Amended and Restated Articles of Incorporation; and
3. A check in the amount of \$35.00 made payable to "Florida Department of State" from the firm.

Please notify me at ajl@leuchtmanlaw.com when you receive this filing and when you take action on this filing. If you should have any questions or comments, please do not hesitate to contact me. Thank you for your assistance in this matter.

Yours very truly,


Alfred J. Lojo
For the Firm

AJL

Enclosures

good cert of
Adoption

LAW OFFICE OF
GARY B. LEUCHTMAN, PLLC

921 NORTH PALAFOX STREET • PENSACOLA, FL 32501 • 850-316-8179 • GBL@LEUCHTMANLAW.COM

August 24, 2015

VIA Certified Mail

Department of State
Corporations Division
Attention: Irene Albritton, Regulatory Specialist II
PO Box 6327
Tallahassee, FL 32314

**Re: Gulf Coast Agriculture and Natural Resources Youth Organization, Inc. –
Amended and Restated Articles of Incorporation**

To Whom It May Concern:


Enclosed herewith please find the following:

1. Letter dated June, 23, 2015 from Irene Albritton, Regulatory Specialist II
2. Amended and Restated Articles of Incorporation

Note that the Amended and Restated Articles of Incorporation now contains a statement indicating that the “restatement was adopted by the board of directors and does not contain any amendments requiring member approval”.

Please notify me at ajl@leuchtmanlaw.com when you receive this filing and when you take action on this filing. If you should have any questions or comments, please do not hesitate to contact me. Thank you for your assistance in this matter.

Yours very truly,


Alfred J. Loje
For the Firm

AJL/

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2015

GWEN SHIVER
1320 MCKENZIE RD
CONTONMENT, FL 32533

SUBJECT: GULF COAST AGRICULTURE AND NATURAL RESOURCES
YOUTH ORGANIZATION INC
Ref. Number: N14000011611

We have received your document for GULF COAST AGRICULTURE AND NATURAL RESOURCES YOUTH ORGANIZATION 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 815A00013146

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GULF COAST AGRICULTURE AND NATURAL
RESOURCES YOUTH ORGANIZATION, INC.
A FLORIDA NONPROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is Gulf Coast Agriculture and Natural Resources Youth Organization, Inc.

ARTICLE II.

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

ARTICLE III.

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, in the Northwest Florida area, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code ("charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code"). More specifically, the Corporation shall cooperate with other organizations and governmental agencies to foster the development of organized youth instructional programs designed to further agricultural education, agribusiness and other agriculture-related occupations.

The Corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing:

(a) Promote and support, by donation, loan or otherwise, the interests and purposes described above for the Corporation and other organizations which provide or conduct activities

which fall within the category of Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code providing or furthering the purposes described above.

(b) Raise funds for the Corporation and any or all of the organizations described in subparagraph (a) of this article from the public and from all other sources available and receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(d) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, and with governmental agencies in furtherance of these purposes.

(f) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(i) 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 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 herein.

(ii) 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 except as authorized under the Code.

(iii) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV.

No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

Any person or entity may become a member of the Corporation who is interested in furthering the purposes of the Corporation in Northwest Florida and is elected as such by the then existing members. The initial members shall be selected by the initial Board of Directors on such terms as the initial Board of Directors shall determine consistent with the Corporation's Bylaws. There may be more than one class of members. All members may be required to pay such dues and membership fees as the Board of Directors shall put in place on a nondiscriminatory basis.

ARTICLE VI.

The street address of the principal office of the Corporation is 1320 McKenzie Road, Cantonment, Florida.

The street address of the initial registered office of the Corporation is 1320 McKenzie Road, Cantonment, Florida.

The name of the initial registered agent at such address is Gwen L. Shiver

ARTICLE VII.

There shall be five (5) directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director is as follows:

<u>Name</u>	<u>Address</u>
Jack Livingston	2350 Highway 97 N Molino, Florida 32577

Lewe Cunningham	5108 Rowe Trail Pace, Florida 32571
Gwen L. Shiver	1320 McKenzie Road Cantonment, Florida 32533
Jacky Cunningham	2251 Highway 97 Molino, Florida 32577
Roger Elliott	9280 Gibson Road Molino, Florida 32577

ARTICLE VIII.

The name and address of the incorporator of this Corporation is Gwen L. Shiver.

ARTICLE IX.

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to

which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not object to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

(a) The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The initial number of directors of the Corporation shall be five (5). The initial board of directors shall consist of the persons named herein. Thereafter, the board of directors shall consist of such persons as may be chosen from time to time in accordance with the Corporation's Bylaws.

(b) The board of directors shall elect such officers as the Bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

ARTICLE XI.

The Bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the Corporation members present the Annual Meeting as described in the Bylaw of the Corporation.

ARTICLE XII.

Amendments to these Articles of Incorporation may be proposed by or more of the directors, and shall be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) have been published in or with the notice of the meeting.

ARTICLE XIII.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, to benefit the inhabitants of Northwest Florida area or to the federal, state or local government for exclusively public purposes, as the Board of Directors shall determine. Any such residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning Section 501(c)(3) of the Code as said court shall determine.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on June 1, 2015.

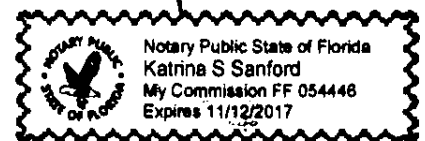
Gwen L. Shiver
GWEN L. SHIVER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Gwen L. Shiver, to me personally known or who has produced Personally Known as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this
day of June, 2015.

Katrina S. Sanford
NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

The Gulf Coast Agriculture and Natural Resources Youth Organization, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Gwen L. Shiver as its initial Registered Agent and Office.

By: Gwen L. Shiver
Incorporator

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

Gwen L. Shiver
Gwen L. Shiver

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TALLAHASSEE, FLORIDA

June 1, 2015

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

June 1, 2015

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.

June 1, 2015

Dated _____

Signature Gwen Shiver

(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)

Gwen Shiver

(Typed or printed name of person signing)

Treasurer and Secretary

(Title of person signing)

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