

N15000000142

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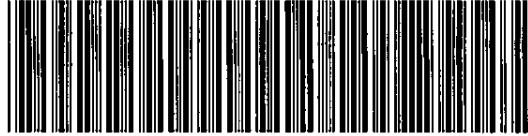
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TALLAHASSEE, FLORIDA

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FREDERICK R. MACLEAN  
ANNE B. MACLEAN  
CHRISTOPHER J. EMA  
W. THORNTON SCOTT\*  
LAURA G. MACLEAN  
BRIAN V. BERGMAN

\* ALSO ADMITTED IN KENTUCKY

**MACLEAN & EMA** P.A.  
Attorneys and Counselors at Law

OF COUNSEL  
J. ALAN COX  
TALLAHASSEE, FL

OF COUNSEL  
ROBERT M. ARLEN  
BOARD CERTIFIED  
TAX ATTORNEY  
DELRAY BEACH, FL

January 27, 2015

**Sent Via Certified Mail: 7014 2120 0004 4060 1569**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Amended & Restated Articles of Incorporation of  
Florida Netsuite User Group, Inc. (N15000000142)**

**FILED**  
15 FEB -3 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam,

Enclosed please find the original Amended & Restated Articles of Incorporation of Florida Netsuite User Group, Inc. and a check payable to the Florida Department of State in the amount of \$35.00 for the filing fee. Kindly return all correspondence in relation to this submission to my attention.

If you have any questions, please feel free to call me.

Very Truly Yours,

  
Adan A. Aulet, Jr.

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Florida Netsuite User Group, Inc.

DOCUMENT NUMBER: N15000000142

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

Please return all correspondence concerning this matter to the following:

Adan A. Aulet, Jr.

(Name of Contact Person)

MacLean & Ema

(Firm/ Company)

2600 NE 14th Street Causeway

(Address)

Pompano Beach, FL 33062

(City/ State and Zip Code)

aaulet@maclean-ema.com

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

For further information concerning this matter, please call:

Adan A. Aulet, Jr.

(Name of Contact Person)

at ( 954 ) 785-1900

(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED  
15 FEB -3 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED and RESTATED  
ARTICLES of INCORPORATION of  
FLORIDA NETSUITE USER GROUP, INC.  
A Florida Non-Profit Corporation  
(Document No. N15000000142)**

**FILED**  
15 FEB -3 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Director, hereby make, subscribe, acknowledge, and file the following Amended and Restated Articles of Incorporation for a corporation not for profit, pursuant to Chapter 617, Florida Statutes.

**ARTICLE I  
THE NAME OF THE NON-PROFIT CORPORATION**

The name of this non-profit Corporation shall be:

**FLORIDA NETSUITE USER GROUP, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND ADDRESS**

The principal place of business and mailing address of the non-profit Corporation shall be 1600 South Federal Highway, Suite 600, Pompano Beach, Florida 33062.

**ARTICLE III  
GENERAL NATURE OF BUSINESS**

The purpose for which the non-profit Corporation is organized is, subject to the restrictions hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary or educational purposes pursuant to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and its valid regulations and all related provisions.

**ARTICLE IV  
POWERS**

Notwithstanding any other provisions 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)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE V  
ASSETS AND EARNINGS

None of these assets or earnings of the non-profit Corporation shall be paid or accrued for the benefit of any of its directors, officers, or employees, or any other individual, whether before, upon, or after dissolution or liquidation, except that the non-profit Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or property transferred and to make payments and distributions in furtherance of the purposes set forth in Article III above.

ARTICLE VI  
DISSOLUTION OF THE NON-PROFIT CORPORATION

Upon the dissolution of the non-profit Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction or the county in which the principal office of the non-profit Corporation is then located, exclusively for such purposes.

ARTICLE VII  
MEMBERSHIP

This non-profit Corporation shall have no members.

ARTICLE VII  
EXISTENCE

This non-profit Corporation shall have perpetual existence.

ARTICLE IX  
REGISTERED OFFICE AND AGENT

The registered agent is JULIE FITZPATRICK and the address of the registered office of the said registered agent is 1600 South Federal Highway, Suite 600, Pompano Beach, Florida 33062.

ARTICLE X  
DIRECTORS

The business of the non-profit Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, whose method of election is set forth in the By-Laws.

ARTICLE XI  
INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Directors serving on the Board of Directors of the non-profit Corporation, who shall hold office until their successors are duly elected, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
TONY HILL	1600 South Federal Highway, Suite 600 Pompano Beach, FL 33062	Director
KATIE KRIETE	1600 South Federal Highway, Suite 600 Pompano Beach, FL 33062	Director
JENNIFER COOK	1600 South Federal Highway, Suite 600 Pompano Beach, FL 33062	Director
GEORGE WALTERS	1600 South Federal Highway, Suite 600 Pompano Beach, FL 33062	Director

ARTICLE XII  
BYLAWS

The Bylaws of the non-profit Corporation shall be made, altered and/or rescinded by motion and majority vote of the Board of Directors of this non-profit Corporation.

ARTICLE XIII  
AMENDMENTS

The non-profit Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation. An amendment may be made at the direction of any Director serving on the Board of Directors of this non-profit Corporation.

ARTICLE XIV  
ADOPTION OF AMENDMENTS

There are no members or members entitled to vote on the approval of these Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors. I am a Director of the non-profit Corporation and submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> I the calendar year following formation of this non-profit Corporation and every year thereafter to maintain "active" status.

  
TONY HILL, DIRECTOR

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated non-profit Corporation at the Registered Office designated within Article IX, 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.

  
JULIE FITZPATRICK, REGISTERED AGENT