

N15000000142

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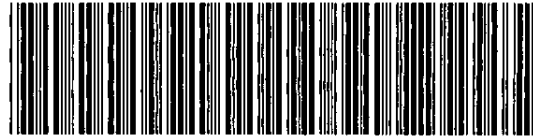
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OCT 16 2014  
C. CARROTHERS

FREDERICK R. MACLEAN  
ANNE B. MACLEAN  
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LAURA G. MACLEAN  
BRIAN V. BERGMAN  
ADAN A. AULET, JR.\*

\* ALSO ADMITTED IN ILLINOIS

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

OF COUNSEL  
ARLENE LAKIN  
BOARD CERTIFIED  
ELDER LAW

October 12, 2015

**Sent Via Certified Mail, Return Receipt Requested (article no. 7014 2120 0004 2788 3100)**  
**to:**

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

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

Dear Sir or Madam,

Enclosed please find the original Second 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,

**MACLEAN & EMA, P.A.**

Adan A. Aulet, Jr.

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

I, the undersigned Director, hereby make, subscribe, acknowledge, and file the following Second 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 750, 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.

More specifically, FLORIDA NETSUITE USER GROUP, INC. is organized and shall at all times be operated to provide education and training to promote the effective use of Netsuite computer software and related resources. The Corporation shall provide a forum for the education and the exchange of ideas and information among Netsuite users and promote sound and professional Netsuite usage.

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#### 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

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

#### 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 750, 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 750 Pompano Beach, FL 33062	Director
KATIE KRIETE	1650 Prudential Drive Suite 300 Jacksonville, FL 32207	Director
JENNIFER COOK	13620 Wright Circle Tampa, FL 33626	Director
GEORGE WALTERS	2202 North Westshore Blvd. Suite 200 Tampa, FL 30607	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 must be adopted by a majority vote of 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 Second Amended and Restated Articles of Incorporation. The Second 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 Second 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> in 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