

N16000000626

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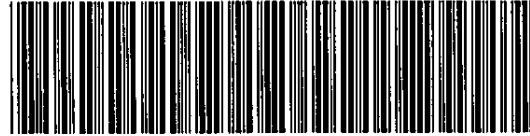
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JUN 17 2016

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** National Women in Roofing, Inc.

**DOCUMENT NUMBER:** N16000000626

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

Please return all correspondence concerning this matter to the following:

Trenton H. Cotney

(Name of Contact Person)

Trent Cotney, P.A.

(Firm/ Company)

407 N. Howard Avenue

(Address)

Tampa, FL 33606

(City/ State and Zip Code)

TCotney@trentcotney.com ✓

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

For further information concerning this matter, please call:

Trenton H. Cotney

813

579-3278

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NATIONAL WOMEN IN ROOFING, INC.**

Pursuant to the provisions of Sections 617.1006, and 617.1007 of the Florida Not for Profit Corporations Act, National Women in Roofing, Inc. ("the Corporation") amends and restates its Articles of Incorporation and adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is National Women in Roofing, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is:

407 North Howard Avenue  
Suite 100  
Tampa, Florida 33606

**ARTICLE III. REGISTERED AGENT AND ADDRESS**

The name and street address of the Corporation's registered agent are:

Trent Cotney, P.A.  
407 North Howard Avenue  
Suite 100  
Tampa, Florida 33606

**ARTICLE IV. PURPOSES AND POWERS**

Section 1. Purposes. The Corporation is organized and shall be operated to support the non-profit, non-political, and non-partisan educational, and to an extent, charitable, purposes of the Corporation by conducting the following activities:

- (a) providing networking, recruiting, mentoring, and education for women roofing professionals;
- (b) providing opportunities for women and men, new and established, to find ongoing success working together in the roofing industry through various educational programs such as public discussion groups, forums, panels, lectures, or similar programs; and
- (c) transacting any and all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporations Act, except as restricted by other provisions of these Articles of Incorporation.

Section 2. Powers. The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation has and may exercise all powers conferred on a not-for-profit corporation under the laws of the State of Florida. Specifically, and without limitation, the Corporation shall have the power to:

- (a) make contracts of any kind;
- (b) enter into leases and rental agreements;
- (c) solicit and receive funds, gifts, endowments, donations, devises and bequests;
- (d) repair, improve, sell, convey, mortgage, pledge, lease, exchange, dispose of, and otherwise deal with all or any part of its property and assets;
- (e) buy, acquire, receive, or possess by gift, loan, lease, exchange, purchase, subscription or otherwise, any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located, including money, bonds, and securities;
- (f) borrow money and incur debts, and in connection therewith, execute, issue and deliver promissory notes, bonds, debentures, and other evidences of indebtedness, and secure the same with mortgages, pledges, or other encumbrances of the property of the Corporation; and
- (g) exercise all powers necessary or convenient to effect any or all of the purposes of the Corporation.

The powers enumerated herein are not in limitation of any powers conferred upon the Corporation by law. Notwithstanding anything contained herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE V. MEMBERS**

The Corporation shall be comprised of members, including, but not limited to, female roofing professionals actively working in or retired from the roofing industry.

#### **ARTICLE VI. TERM OF EXISTENCE**

The Corporation shall exist perpetually.

#### **ARTICLE VII. DIRECTORS**

The Corporation shall be managed, its properties controlled and its officers governed under the direction of its Board of Directors. The directors of the Corporation will be elected as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be the number from time to time fixed in accordance with the terms and conditions of the Bylaws of the Corporation, but at no time shall said number of directors be less than five or more than 25.

## **ARTICLE VIII. OFFICERS**

The officers of the Corporation shall consist of a chair, a vice chair, a secretary, a treasurer and such other officers as the Board of Directors may elect. The officers shall be elected by the Board of Directors as provided in the Bylaws. Two or more offices may be held by the same person.

## **ARTICLE IX. AMENDMENT OF BYLAWS**

Except as otherwise required by law, the Bylaws of the Corporation may be amended, altered or rescinded, or new bylaws may be adopted, at any time, by the Board of Directors, at any regular or special meeting called for that purpose. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the bylaws that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

## **ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION**

Except as otherwise required by law, the Articles of Incorporation of the Corporation may be amended, altered or rescinded, or new articles of incorporation may be adopted at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of two thirds (2/3) of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the Articles of Incorporation that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

## **ARTICLE XI. NON-PROFIT CHARACTER**

The Corporation is organized exclusively for educational, and to an extent, charitable, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private 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 hereinabove set forth. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activity that would cause either (a) the Corporation to cease to be exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law, or (b) contribution to the Corporation to cease to be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law.

## **ARTICLE XII. DISSOLUTION**

Upon its dissolution, the Corporation shall adopt a plan that provides for (i) the return, transfer, or conveyance of any assets that are held by the Corporation on the condition that they be returned, transferred, or conveyed in a specified manner upon the dissolution of the Corporation, and (ii) the distribution of all its other remaining assets, after the payment of all liabilities of the Corporation and all costs and expenses of dissolution, for a public purpose to the Federal government, a state or local government, or one or more organizations that then qualify for exemption from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any superseding United States income tax law). Any of the assets of the Corporation that are not so

disposed of shall be disposed of by a court having jurisdiction in the Corporation's premises, exclusively for charitable, educational, religious, or scientific purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes similar to the purposes of the Corporation enumerated herein.

### ARTICLE XIII. INCORPORATOR

The name and street address of the sole incorporator are:

Heidi Ellsworth  
P.O. Box 462  
Camp Sherman, OR 97730

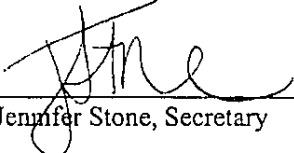
The foregoing Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation, as amended and restated before the effective date of these Articles of Amendment and Restatement. The foregoing amendments and restatement of the Corporation's Articles of Incorporation were adopted and approved on \_\_\_\_\_, 2016, by the affirmative vote of 100% of the Board of Directors of the Corporation, which is sufficient for approval of the amendments and restatement.

DATE: \_\_ May \_\_ \_27\_, 2016

Heidi J. Ellsworth

Heidi Ellsworth, Chair

ATTEST:

  
\_\_\_\_\_  
Jennifer Stone, Secretary

The date of each amendment(s) adoption: \_\_\_\_\_, 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 May 27, 2016 \_\_\_\_\_

Signature Heidi J. Ellsworth  
(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)

Heidi J. Ellsworth  
\_\_\_\_\_  
(Typed or printed name of person signing)

Chairperson National Women in Roofing  
\_\_\_\_\_  
(Title of person signing)

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