

Broad and Cassel 3/9/2018 9:13:59 AM Page 1 of 3
Division of Corporations
N16000005964

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000145054 3)))



H180001450543ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407)839-4200
Fax Number : (407)839-4264

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED
18 MAY -9 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GTLD REGISTRIES STAKEHOLDER GROUP CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

*Amended
Restated*

MAY 10 2018

ALBRITTON

(((H18000145054 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
gTLD REGISTRIES STAKEHOLDER GROUP CORP.**

FILED
MAY-9 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), the undersigned hereby submits these Amended and Restated Articles of Incorporation (the "Articles") for the purpose of amending and restating the Articles of Incorporation of gTLD Registries Stakeholder Group Corp., a not-for-profit corporation (the "Corporation"), and certifies as follows:

The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on June 10, 2016 (the "Original Articles"). These Articles shall supersede and replace the Original Articles in their entirety. Member approval of the Articles was not required. The Board of Directors of the Corporation adopted these Articles on May 8, 2018.

ARTICLE I - Name

The name of the Corporation shall be:

gTLD REGISTRIES STAKEHOLDER GROUP CORP. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is gTLD Registries Stakeholder Group Corp., 746 Vista Place, The Villages, Florida 32159.

ARTICLE III - Purpose

A. The Corporation is organized and shall be operated exclusively for one or more purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and within such limits of the Code, for the following purposes:

1. To promote and represent the common business interests of Generic Top Level Domain ("gTLD") registry operators (or sponsors in the case of sponsored gTLDs) who are members of the gTLD Registries Stakeholder Group (the "Registries Group");

2. To operate solely as a direct-support organization for the advancement of the Registries Group, including, but not limited to, to facilitate, support and organize the membership and other activities of the Registries Group;

3. To receive, hold, invest and administer property and make expenditures to, and for the exclusive benefit of, the Registries Group;

1
(((H18000145054 3)))

((H18000145054 3))

4. To operate, participate in or manage any other activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(6) of the Code; and

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(6) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 set forth in this Article. Except as permitted for a 501(c)(6) organization under the Code, 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The registered agent for the Corporation shall be Corporation Service Company, and the street address of the Corporation's registered office is 1201 Hays Street Tallahassee, Florida 32301.

ARTICLE VI - Directors

A. The current number of directors of the Corporation is four (4).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws and Charter of the Corporation, but there shall always be at least three (3) directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

((H18000145054 3))

((H18000145054 3)))

E. The names and street addresses of the current members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Paul Diaz	1775 Wiehle Avenue, Suite 100 Reston, Virginia 20190
Samantha Demetriou	12061 Bluemont Way Reston, Virginia 20190
Karen Day	110 Wendover Lane Durham, North Carolina 27713
Cheryl Stubbs	746 Vista Place The Villages, Florida 32159

F. Directors shall be elected, appointed, and removed as provided in the Bylaws and Charter of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the original incorporator is:

<u>Name</u>	<u>Street Address</u>
Susan M. Schuler	2618 Beckett Run The Villages, Florida 32162

ARTICLE VIII - Members

The Corporation shall have members with the rights provided in the Bylaws and Charter.

ARTICLE IX - Amendment to Articles

These Articles may be amended in the manner provided by the Bylaws and Charter.

ARTICLE X - Bylaws and Charter

The power to adopt, alter, amend or repeal the Bylaws and Charter shall be vested in the members of the Corporation as provided in the Bylaws and Charter.

((H18000145054 3)))

((H18000145054 3)))

ARTICLE XI - Dissolution

A. 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, dispose of all the assets of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations that engage in activities substantially similar to those of the Corporation and are organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(6) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) or Section 501(c)(6) of the Code.

ARTICLE XII - Limitation of Director Liability

A. The private property of the incorporator, directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever. The Corporation shall indemnify the incorporator, directors and officers, or any former incorporator, officer or director, for acts carried out in furtherance of official duties to the fullest extent allowable by law.

B. No director of the Corporation shall have any personal liability to the Corporation for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, subsequent to the date when this provision becomes effective except that this provision shall not eliminate or limit the liability of a director imposed by Section 617.0831 of the Florida Not For Profit Corporation Act, as amended and superseded from time to time.

ARTICLE XIII- Exempt Activities Limitation

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

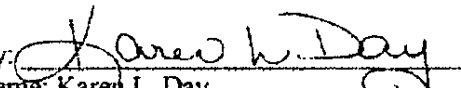
ARTICLE XIV - Assets and Earnings

No part of the assets or 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 actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III hereof.

((H18000145054 3)))

((H18000145054 3)))

WHEREOF, the undersigned officer has executed these Articles this 8th day of May, 2018.

By: 
Name: Karen L. Day
Title: Treasurer & Director

((H18000145054 3)))