

NI 7000001969

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

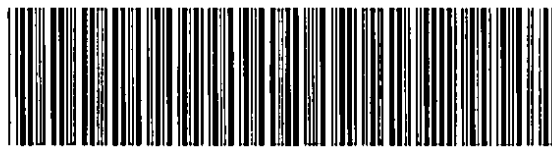
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000298963210

07/19/17--01017--023 \*\*35.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 19 P 4: 09

FILED

JUL 21 2017

T. LEMIEUX

*Notated*

**ARTICLES OF AMENDMENT AND RESTATED  
ARTICLES OF INCORPORATION OF  
REAL ESTATE ATTORNEYS' COUNCIL of the HEARTLAND, INC.  
A Florida Not-For-Profit Corporation**

**FILED**

2017 JUL 19 P 4:09

Document Number: N17000001969

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation hereby restates its Articles of Incorporation previously filed herewith in their entirety and replaces the same with these Articles of Restatement of Articles of Incorporation, as follows:

**ARTICLE I**

**NAME, ADDRESS, DURATION, REGISTERED OFFICE AND AGENT**

- a. The name of the Corporation is Real Estate Attorneys' Council of the Heartland, Inc., hereinafter referred to as "the Corporation".
- b. The address of the principal office and mailing address of the corporation is: **2141 Lakeview Drive, Sebring, Florida 33870.**
- c. The existence of the Corporation commence upon filing of these Articles with the Department of state of the State of Florida and shall continue thereafter in perpetuity.
- d. The initial registered agent of the Corporation will be: **Clifford R. Rhoades.**
- e. The office of the initial registered agent of the Corporation will be: **2141 Lakeview Drive, Sebring, Florida 33870.**

**ARTICLE II**  
**PURPOSE**

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it are as follows:

- a. The corporation is a not for profit corporation organized exclusively for charitable, educational and literary purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. To encourage and promote the use of attorneys in real estate transactions; to foster and cultivate professional relations among real estate attorneys and other real estate professionals in Florida's Heartland counties – including Highlands, Hardee, Hendry, Glades, DeSoto, and Okeechobee counties; to provide educational opportunities for Florida licensed real estate attorneys; and to promote the understanding by real estate professionals and the general public of the role of attorneys in real estate transactions.
- c. The Corporation is irrevocably dedicated to and operated exclusively for not-for-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

### **ARTICLE III** **POWERS**

The Corporation is empowered:

- a. To do all lawful things necessary to carry out the purposes stated in Article II.
- b. To have all the corporate powers enumerated in the Florida Not-For-Profit Corporation Act not inconsistent with these articles.

### **ARTICLE IV** **DIRECTORS**

The number of directors shall be not less than three (3) and not more than seven (7). The initial Board shall be seven (7) in number, and their names and the terms for which each shall serve are set forth below. Thereafter the directors shall be elected as provided in the Bylaws and the number of directors of the Corporation shall be as provided in the Bylaws. The directors of the Corporation shall at all times be members of the Corporation, and shall serve without compensation.

<u>NAME</u>	<u>TERM</u>
Pamela T. Karlson	Until election of successor
Michael L. Keiber	Until election of successor
Clifford R. Rhoades	Until election of successor
John K. McClure	Until election of successor
Jocelyn K. Skipper	Until election of successor
Kimberly L. Sapp	Until election of successor
J. Steven Southwell, II	Until election of successor

### **ARTICLE V** **MEMBERSHIP**

The persons serving on the initial Board of Directors are the initial members of the Corporation. There shall be one class of members, which shall be all eligible persons as defined in the Bylaws. Members shall be elected and have the right to vote as set forth in the Bylaws.

### **ARTICLE VI** **OFFICERS**

The Corporation shall have those officers described in, and elected in the manner provided by, the Bylaws.

### **ARTICLE VII** **INCORPORATION**

The name and address of the incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Clifford R. Rhoades	2141 Lakeview Drive, Sebring, Florida 33870

**ARTICLE VIII**  
**AMENDMENT OF ARTICLES AND BYLAWS**

These Articles of Incorporation, as well as the Bylaws for this corporation (which will be adopted by the initial meeting of the Board of Directors), may be amended by a two-thirds (2/3) majority vote of the members of the Corporation.

**ARTICLE IX**  
**DISTRIBUTION ON DISSOLUTION**

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in Sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the Board of Directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

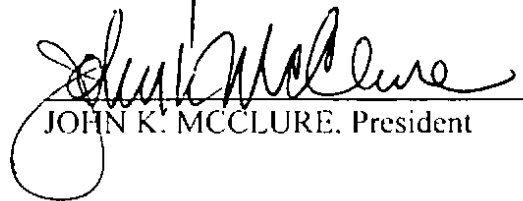
**ARTICLE X**  
**DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 its charitable purpose. 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 any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

These Articles of Restatement do not contain amendments requiring member approval. These Articles of Amendment and Restated Articles of Incorporation were adopted by the board of directors.

[Signatures and Notary Acknowledgments on Following Page]

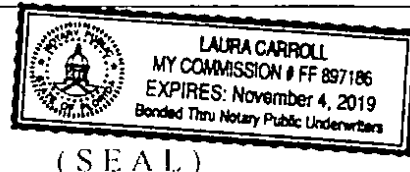
IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment and Restated Articles of Incorporation on this 13<sup>th</sup> day of July, 2017.

  
JOHN K. MCCLURE, President

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

SWORN TO, SUBSCRIBED, and ACKNOWLEDGED before me this 13 day of July, 2017 by **John K. McClure, President**, who is ☒ personally known to me or ☐ who has produced the following photo identification: \_\_\_\_\_

  
Notary Public, State of Florida

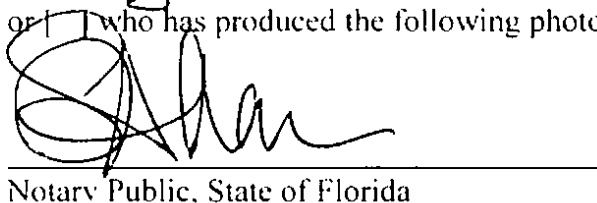


-----  
IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment and Restated Articles of Incorporation on this 13 day of July, 2017.

  
JOCELYN K. SKIPPER, Secretary

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

SWORN TO, SUBSCRIBED, and ACKNOWLEDGED before me this 13<sup>th</sup> day of July, 2017 by **Jocelyn K. Skipper, Secretary**, who is ☒ personally known to me or ☐ who has produced the following photo identification: \_\_\_\_\_

  
Notary Public, State of Florida

