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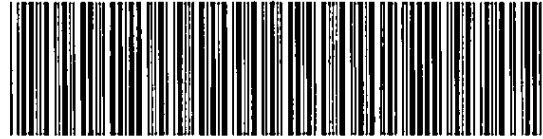
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

THE LAW OFFICE OF BRANTLEY OAKEY

March 24, 2022

TO:

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

SUBJECT: Florida Citizens Alliance, Inc.

Please file the enclosed Articles of Amendment. I'm enclosing a check for \$35.

Please return all correspondence concerning this matter to:

Brantley Oakey, Esq.
The Law Office of Brantley Oakey
780 5th Ave South, Ste. 200
Naples, FL 34120

For further information concerning this matter, please call:

Brantley Oakey at (239) 963-2897

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

Florida Citizens Alliance, Inc

Pursuant to the provisions of Sections 617.1001 et seq., Florida Statutes, the following provisions of the Amended and Restated Articles of Incorporation of Florida Citizens Alliance Inc., a Florida nonprofit corporation (the "Corporation"), Document Number N1700000384, be and are hereby, amended as set forth below:

Article I of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article I to read as follows:

ARTICLE I: NAME

The name of this corporation shall be: Florida Citizens Alliance, Inc. (hereinafter referred to as the "Corporation").

Article II of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article II to read as follows:

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office, and the mailing address of the Corporation, is 1390 Quintara Ct., Marco Island, FL 34145.

Article V of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article V to read as follows:

ARTICLE V: RESTRICTIONS ON ACTIVITIES

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, trustees, officers, Directors, 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 Article IV hereof.

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B. Florida Citizens intends to educate its supporters on education policy being considered or already enacted here in Florida. We also intend to exercise our right within the limitations of a 501c(3) to encourage residents of Florida to urge state legislators and state executives to support or oppose selected legislation. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

Article VI of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article VI to read as follows:

ARTICLE VI: MEMBERSHIP

The Corporation shall have one Membership class with such rights and responsibilities as are provided in the Bylaws.

Article VII of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article VII to read as follows:

ARTICLE VII:
REGISTERED OFFICE AND AGENT

The Florida street address of the registered office of the Corporation is: 1390 Quintara Ct. Marco Island, FL 34145 and the name of the registered agent of the Corporation is Keith Flaugh.

Article IX of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article IX to read as follows:

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a Chief Executive Officer who is the President and Chairman of the Board, Vice Chairman of the Board, Secretary, Treasurer, and such other officers as may be provided by the Bylaws.

Article X of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article X to read as follows:

ARTICLE X: AMENDMENTS

A. Amendment If There Are No Members. If the Corporation has no Members at the time an amendment to the Articles of Incorporation is proposed, the Articles of Incorporation may be amended (i) at any regular or special meeting of the Board of Directors by a majority vote of the Directors present, provided that written notice setting forth the proposed amendment and the intention to submit the amendment to vote shall have been given to the Directors in accordance with the notice provisions of the Bylaws; or alternatively, (ii) by written consent in the manner set forth in the Bylaws for action by Directors.

B. Amendment If There Is At Least One Member.

1. Amendment Not Affecting Members. If the Corporation has at least one Member at the time an amendment to the Articles of Incorporation is proposed but the amendment will not affect in any way the membership of any Member or a then-existing right, power, or privilege of any Member, the Articles of Incorporation may be amended (i) at any regular or special meeting of the Board of Directors by a majority vote of the Directors present, provided that written notice setting forth the proposed amendment and the intention to submit the amendment to vote shall have been given to the Directors in accordance with

the notice provisions of the Bylaws; or alternatively, (ii) by written consent in the manner set forth in the Bylaws for action by Directors.

2. Amendment Affecting Members. If the Corporation has at least one Member at the time an amendment to the Articles of Incorporation is proposed and the amendment to the Articles of Incorporation will affect the membership of any Member or a then-existing right, power, or privilege of any Member, the Board of Directors may adopt a resolution setting forth the proposed amendment and directing that the proposed amendment be submitted to a vote at a meeting of the Members. If the Board of Directors adopts such a resolution, the proposed amendment may be adopted (i) at any regular or special meeting of the Members by a majority vote of the Members present, provided that written notice of setting forth the proposed amendment and the intention to submit the amendment to vote shall have been given to the Members in accordance with the notice provisions of the Bylaws; or alternatively, (ii) by written consent in the manner set forth in the Bylaws for action by Members.

Notwithstanding anything herein to the contrary, the Members may amend the Articles of Incorporation, without action by, or notice to, the Directors, (i) at any regular or special meeting of the Members by a majority vote of the Members present, provided that written notice setting forth the proposed amendment and the intention to submit the amendment to vote shall have been given to the Members in accordance with the notice provisions of the Bylaws; or alternatively, (ii) by written consent in the manner set forth in the Bylaws for action by Members.

Article XI of the Amended and Restated Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article XI to read as follows:

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any Members or Directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to such organization or

organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

There are no Members entitled to vote on these Articles of Amendment. The foregoing amendment was adopted by the Board of Directors on the 23 day of February 2022.

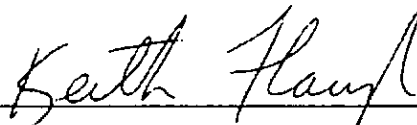
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 24 day of February, 2022.

Florida Citizens Alliance, Inc


By: Keith Flaugh
Chairman

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as registered agent in Article VII of these Articles of Amendment to the Articles of Incorporation of Florida Citizens Alliance, Inc., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


Keith Flaugh

Date: 3.14.2022