

N17000

10592

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

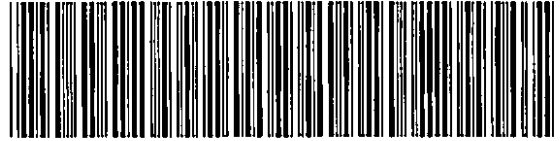
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S TALLENT  
SEP 11 2018

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18 SEP 10 PM 3:18  
CLERK OF SUPERIOR COURT  
JANET M. BROWN, CLERK

Amended  
or  
Restated



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 24, 2018

DAVID WOODS, PRESIDENT  
INVENTORS COUNCIL OF CENTRAL FLORIDA, IN  
3042 HOFFNER AVE.  
BELLE ISLE, FL 32812-1062

SUBJECT: INVENTORS COUNCIL OF CENTRAL FLORIDA, INC.  
Ref. Number: N17000010592

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE ARTICLES OF AMENDMENT AND THE "AMENDED AND RESTATED ELECTRONIC ARTICLES OF INCORPORATION" CANNOT BOTH BE SUBMITTED. IF YOU SUBMIT THE AMENDED AND RESTATED FORM, PLEASE REMOVE "ELECTRONIC" FROM THE TITLE.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 218A00017607



## Inventors Council of Central Florida

[www.InventCF.com](http://www.InventCF.com)

Email: [Webmaster@InventCF.com](mailto:Webmaster@InventCF.com)

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

September 5, 2018

Re: Document Number N17000010592

Dear Sirs,

Attached is a copy of the Amended and Restated Articles of Incorporation for Inventors Council of Central Florida, Inc. for recording. Also attached is a copy of our statement that the amendment was adopted by the board of directors in conformance with your letter number 218A00017607 and a phone conversation with your office 9/5/18. You already have the recording fee of \$35 which was sent in earlier. Please process these for recording.

If you have any questions please call me. Thank you for your help in this matter.

Sincerely,

David W. Woods  
President, ICCF

enclosures:

Amended and Restated Articles of Incorporation for Inventors Council of Central Florida, Inc.  
Notice of adoption of the amendments by the board of directors.

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Inventors Council of Central Florida, Inc.

DOCUMENT NUMBER: N17000010592

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

Please return all correspondence concerning this matter to the following:

David Woods, President

\_\_\_\_\_  
(Name of Contact Person)

Inventors Council of Central Florida, Inc.

\_\_\_\_\_  
(Firm/ Company)

3042 Hoffner Ave.

\_\_\_\_\_  
(Address)

Belle Isle FL 32812-1062

\_\_\_\_\_  
(City/ State and Zip Code)

Webmaster@InventCF.com

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

For further information concerning this matter, please call:

David Woods

407

340-8373

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

**Amended and Restated Articles of Incorporation for  
Inventors Council of Central Florida, Inc.**

Originally Filed October 23, 2017

The amended and restated Articles of Incorporation contained herein have been approved by the board of directors of the corporation July 7<sup>th</sup>, 2018.

**Articles of Incorporation of** the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under Section 617 of the Florida Statutes, do hereby certify:

**Article I**  
**Name**  
(no change)

The name of the corporation is:

Inventors Council of Central Florida, Inc.

**Article II**  
**Corporate Address**  
(revised)

The principal place of business address:

3042 Hoffner Ave.  
Belle Isle, FL 32812

The mailing address of the corporation is:

3042 Hoffner Ave.  
Belle Isle, FL 32812

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**Article III**  
**Purpose**  
(revised)

The specific purpose for which this corporation is organized is:

A non-profit community service educational institution encouraging creative thinking and innovative products or services by people of all ages which benefit humanity. Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article IV**  
**Selection of Directors and Officers**  
(revised)

The manner in which directors and officers are elected or appointed is:

Elected or appointed from and by the membership in accordance with the bylaws.

**Article V**  
**Registered Agent**  
(revised)

The name and Florida street address of the registered agent is:

David W. Woods  
3042 Hoffner Ave.  
Belle Isle, FL 32812-1062

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:

\_\_\_\_\_  
David W. Woods

**Article VI**  
**Incorporator**  
(no change)

The name and address of the incorporator is:

Dr. David E. Flinchbaugh  
4855 Big Oaks Lane  
Orlando, FL 32806

Signature of Incorporator:

\_\_\_\_\_  
Dr. David E. Flinchbaugh

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided in s.817.155, F.S. 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 corporation and every year thereafter to maintain "active" status.

**Article VII**  
**Initial Officers and Directors**  
(revised)

The initial officers and/or directors of the corporation are:

Title Director  
Dr. David E Flinchbaugh  
4855 Big Oaks Lane  
Orlando, FL 32806

Title President  
David W. Woods  
3042 Hoffner Ave.  
Belle Isle, FL 32812-1062

Title Vice President  
Maryann Kilgallon  
8206 Deming Drive  
Orlando, FL 32825

Title Secretary  
Pierce Mooney  
3259 Progress Drive  
Orlando, FL 32826

Title Treasurer  
Ian Alexandre  
2136 Hidden Pine Lane  
Apopka, FL 32712

Title Director  
Heidi M. Flinchbaugh  
2875 S Orange Ave, Suite 500-220  
Orlando, FL 32806

**Article VIII**  
**Effective Date**  
(no Change)

The effective date for this corporation shall be:

October 16, 2017

**Article IX**  
**Operational Limitations**  
(added)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article X**

**Dissolution**  
(added)

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article XI**  
**Limitation of Director and Officer Liability**  
(added)

To the fullest extent that Florida law permits the limitation or elimination of personal liability of directors and officers, a director or officer of the corporation has no liability to the corporation or its shareholders for monetary damages for his or her acts or omissions as a director or officer. Any future changes in Florida law will not adversely affect any right or protection of a director or officer of the corporation for, or with respect to, any acts or omissions occurring prior to such change.

**Article XII**  
**Duration**  
(added)

The corporation will exist for a perpetual duration.

7/7/2018

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

8/30/2018

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.

8/14/2018

Dated \_\_\_\_\_

Signature \_\_\_\_\_

(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)

David W. Woods

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)