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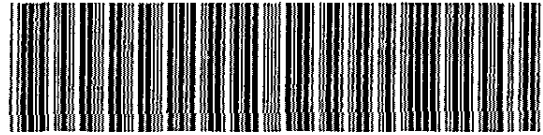
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04 DEC -6 PM 1:23  
FBI - NEW YORK

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Enterprise Flagler, Inc.

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Stephen A. Marro, Executive Director  
(Name of Contact Person)

Enterprise Flagler, Inc.  
(Firm/ Company)

One Corporate Drive, Suite # 1-H  
(Address)

Palm Coast, FL 32137  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Stephen A. Marro at ( 386 ) 447-9020  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☒ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

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

**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**RESTATED ARTICLES OF INCORPORATION  
FOR ENTERPRISE FLAGLER, INC.  
(A Corporation Not for Profit)**

FILED  
04 DEC -06 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002, 617.1006, and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts this Restated Articles of Incorporation which contains amendments requiring Member approval, to wit:

**ARTICLE I. NAME**

The name of this corporation shall remain ENTERPRISE FLAGLER, INC., a Florida not for profit corporation.

**ARTICLE II. PURPOSES**

The general nature of the objects and purposes of this corporation shall be: To educate local communities on the advantages of, enhancing, promoting and retaining industrial, commercial and economic growth and development of Flagler County in an effort to raise living standards by generating quality jobs, expanding individual opportunities and nurturing the quality of life in Flagler County; to encourage and assist public improvements of all kinds therein located to accommodate the above; to apply for and administer various grants and assistance programs of federal agencies such as the Economic Development Administration, Farmers Home Administration, Department of Housing and Urban Development Committee, as well as private trusts and corporations offering assistance in community economic development; to represent train and work in conjunction with entrepreneurs, corporate managers, professionals and others with broad range, long term interest in economic progress; to study public issues, recommend specific actions by public agencies, and make recommendations based on such studies; to

encourage business development; to develop and assist in the location and development therein of industry and commercial enterprises; the development of business and assist in the location of industry and commercial enterprises; for its own account to buy, own, develop, and sell property, real and personal; to borrow money and execute mortgages to secure same; to organize and/or contact any bureau or bureaus or exchanges which the Board of Directors may decide shall be beneficial or necessary in the promotion of Flagler County and for the best interest thereof and of this organization; and to have full power to do any and all things deemed necessary in carrying on any and all of the above objectives and generally to educate the community to foster and promote the commercial and industrial development of Flagler County and to do anything necessary in order to promote the purposes of this corporation; it may to acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the corporation shall require deems advisable for the benefit of the corporation and the community, and not for pecuniary profit to any individual member. In undertaking these purposes, the corporation may accept from or make 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 United States Tax Code.

### **ARTICLE III**

#### **POWERS**

\_\_\_\_ In furtherance of the purposes set forth in Article II, the Corporation shall have all of the powers and duties of a corporation organized under the Act and other applicable state statutes, including, but not limited to, the power to raise and

expend funds for research, training, education and the promotion of economic development on a local, state, or regional basis.

The purposes stated herein shall be construed as powers as well as purposes, and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any other, but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general powers; nor shall the express of one thing be deemed to exclude another not expressed, although it be of like nature.

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.

In the event that the Internal Revenue Service rules that the corporation is a private foundation, as defined in Section 509(a) of the Internal Revenue Code and its regulations as it now exists or as it may hereinafter be amended, the Corporation shall not engage in any act, or failure to act, that would make it liable for excise taxes under Section 4941-4945 of the Internal Revenue Code as those sections now exist or may hereinafter be amended.

Notwithstanding any other provision of this certificate, the bylaws of the corporation or any other governing document, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its

regulation as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulation as they now exist or as they may hereafter be amended.

#### **ARTICLE III IV. QUALIFICATION OF MEMBERS**

Any person, corporation or other association shall be entitled to membership in accordance with the provisions of the By-Laws.

#### **ARTICLE V**

#### **TAX RESTRICTIONS**

\_\_\_\_\_ No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in connection with the business or activities of the Corporation. Further, the Corporation shall not engage in business for profit. 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 any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, 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 of 1954 (or corresponding provisions of any future United States Internal Revenue law), or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any

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future United States Internal Revenue law). For any period with respect to which the corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law), it shall:

A. \_\_\_\_\_ Distribute its income for each such period at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

B. \_\_\_\_\_ Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

C. \_\_\_\_\_ Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

D. \_\_\_\_\_ Not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law; and

E. \_\_\_\_\_ Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

## **ARTICLE VI**

### **OFFICERS**

The officers of the corporation shall be a Chairman, ~~such number of Vice Chairmen~~, President, a Vice President, a Secretary, a Treasurer, and such

other officers as may be provided in the By-Laws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

#### **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1.** The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have nine Directors initially. The number of Directors may be increased or decreased by the Board of Directors, but shall never be less than three nor more than thirty.

**Section 2.** The Board of Directors shall be members of the corporation.

**Section 3.** Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

#### **ARTICLE VIII. BY-LAWS**

**Section 1.** The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**Section 2.** Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE IX. AMENDMENTS**

~~**Section 1.** These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a 51% vote of those present.~~

~~**Section 2.** Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit~~



such amendments.

These Articles of Incorporation may be amended as provided by Florida law.

#### **ARTICLE X. ADDRESS**

The address of the principal office of this corporation shall be at ~~2 Airport Road, Star Route Box 18-N, Bunnell, Flagler County, Florida 32110~~ 1 Corporate Drive, Flagler County, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Flagler County.

#### **ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(6)(3), of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose and none of the assets will be distributed to any member, officer, or trustee of this corporation.

#### **ARTICLE XII. RESIDENT AGENT**

The Resident Agent for this corporation shall be Richard Morris, 2 Airport Road, Star Route Box 18-N, Bunnell, Flagler County, Florida 32110, to accept service of process within this State as to this corporation.

#### **ARTICLE XIII. INDEMNIFICATION**

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her in connection with any proceeding or any

settlement of any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Director or Officer at the time said expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

The foregoing Restated Articles of Incorporation was adopted by the Members of the Board of Directors, in a sufficient number for approval, by Written Action and Consent on the 2 day of December 2004.

Stephen A Mann  
Witness  
Stephen A Mann  
Witness

ENTERPRISE FLAGLER, INC.

By: [Signature]  
President  
Tammy Daniel  
Secretary

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE FOREGOING  
ARTICLES OF AMENDMENT, I HEREBY AM FAMILIAR WITH AND AGREE TO ACT IN  
THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

Richard Morris  
RICHARD MORRIS  
REGISTERED AGENT

DATE: 12-2-04

Articles of Amendment  
to  
Articles of Incorporation  
of

Enterprise Flagler, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(no change requested)

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(all changes are highlighted in yellow)

Article II - "to educate communities on the advantages"...

Article III - new article on Powers

Article V - new article on Tax Restrictions

Article VI - changes the 'Chairman' to "President, Vice President"

Article IX - changes the amendment process to comply w/Fl. state Law.

Article X - chnages address to new address

Article XIII - adds "her" for political correctness

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: October 28, 2004

Effective date if applicable: upon state approvals  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 2nd day of December, 2004.

Signature

Stephen A. Marro

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Stephen A. Marro

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

**FILING FEE: \$35**