

N18051

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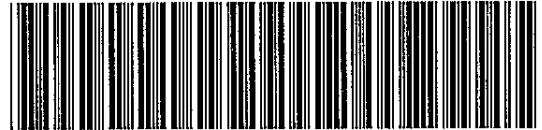
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN 31 PM 1:30

Ps 2/3/06  
Amend/ac

The Financial Planning Association of Northeast Florida, Inc.  
C/o Mr. Robin Clark, President  
P.O. Box 551604  
Jacksonville, FL 32255-1604

January 27, 2006

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

Dear Sir:

The Financial Planning Association of Jacksonville, Corp. has changed its name to The Financial Planning Association of Northeast Florida, Inc., Document Number N18051. The enclosed Articles of Amendment and fee (Filing Fee and Certificate of Status fee) are submitted for filing.

Please return all correspondence concerning this matter to the following:

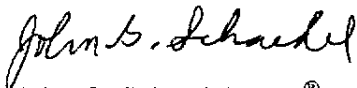
John G. Schaedel, CFP® Secretary and Registered Agent  
1900 Fox Glove Lane  
Orange Park, FL 32003-7460

For further information concerning this matter, please call:

John G. Schaedel at: Office (904) 276-7686 or Home (904) 269-6671

Enclosed is a check for \$43.75 to cover the Filing Fee and Certificate of Status.

Sincerely,



John G. Schaedel, CFP®  
Secretary and Registered Agent

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DIVISION OF CORPORATIONS

06 JAN 31 PM 1:30

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**FINANCIAL PLANNING ASSOCIATION OF JACKSONVILLE, CORP.**

**DOCUMENT NUMBER: N18051**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment to its Articles of Incorporation:

**NEW CORPORATE NAME:**

**THE FINANCIAL PLANNING ASSOCIATION OF NORTHEAST FLORIDA,  
INC.**

**AMENDMENTS ADOPTED:**

Article I, Corporate Name: The name of the Corporation is The Financial Planning Association of Northeast Florida, Inc.

Article VI, Directors: The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of such numbers of members, as the Board of Directors shall, from time to time, determine. The Board of Directors may make, alter and amend the Bylaws. The names and addresses of the current Directors are:

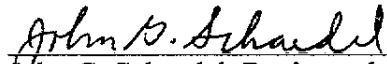
<u>NAME</u>	<u>ADDRESS</u>
James (Jim) Cribb, Chairman	c/o Family Wealth Advisors, Inc. 1536 Kingsley Avenue, Suite 124 Orange Park, FL 32073
Robin Clark, President	HR Clark, LLC 750 Natures Hammock Road West Jacksonville, FL 32259-2881
Nassim Elias, President Elect	c/o Sun Trust Bank, North Florida 76 South Laura Street, 1 <sup>st</sup> Floor Jacksonville, FL 32202
Kelly Boardman, Treasurer	c/o I.E. Accounting Services, Inc. P.O. Box 600216 Jacksonville, FL 32260

John Schaedel, Secretary

1900 Fox Glove Lane  
Orange Park, FL 32003-7460

Article VIII, Registered Office and Registered Agent: The address of the current Registered Office of the Corporation is: 1900 Fox Glove Lane, Orange Park, FL 32003-7460 and the name of the current Registered Agent is: John Schaedel.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



John G. Schaedel, Registered Agent 1900 Fox Glove Lane  
Orange Park, FL 32003-7460


The date of adoption of the amendments was October 20, 2005.

Effective date is January 1, 2006.

Adoption of Amendments: (Check One)

- ☒ X The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

Signature: 

John G. Schaedel, CFP®  
Secretary and Registered Agent

Revised 1/25/2006  
Previous Revision Date: 05/05/2003

## ARTICLES OF INCORPORATION

Of

### THE FINANCIAL PLANNING ASSOCIATION OF NORTHEAST FLORIDA, INC.

(A Nonprofit Corporation Organized under the laws of Florida)

The undersigned incorporators hereby establish a nonprofit corporation pursuant to the Florida Not for Profit Corporation Act, as amended, and adopt the following Articles of Incorporation.

#### Article I Corporate Name

The name of the Corporation is: The Financial Planning Association of Northeast Florida, Inc.

#### Article II Period of Duration

This Corporation shall exist in perpetuity.

#### Article III Objects and Purposes

The purpose of the Chapter is to serve the needs of its members and to establish the value of financial planning and the success of the financial planning profession. In furtherance of that purpose, the Chapter shall devote its efforts to develop programs and services, which appeal to its members including, but not limited to educational classes and seminars, regular Chapter meetings, local and state government affairs, public relations and public affairs. In addition, the Chapter recognizes its primary obligation to represent, promote and sponsor activities, programs and services of the Financial Planning Association.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity, which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(6) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article.

Article IV  
Powers & Limitations

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

Article V  
Membership

The corporation shall have such categories of members whose rights and privileges are set forth in the bylaws.

Article VI  
Directors

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of such numbers of members, as the Board of Directors shall, from time to time, determine. The Board of Directors may make, alter and amend the Bylaws. The names and addresses of the current directors are:

<u>NAME</u>	<u>ADDRESS</u>
James (Jim) Cribb, Chairman	c/o Family Wealth Advisors, Inc. 1536 Kingsley Avenue, Suite 124 Orange Park, FL 32073
Robin Clark, President	HR Clark, LLC 750 Natures Hammock Road West Jacksonville, FL 32259-2881
Nassim Elias, President Elect	c/o Sun Trust Bank, North Florida 76 South Laura Street, 1 <sup>st</sup> Floor Jacksonville, FL 32202
Kelly Boardman, Treasurer	c/o I.E. Accounting Services, Inc. P.O. Box 600216 Jacksonville, FL 32260
John Schaedel, Secretary	1900 Fox Glove Lane Orange Park, FL 32003-7460

Article VII  
Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article VIII  
Registered Office and Registered Agent

The address of the current registered office of the Corporation is: 1900 Fox Glove Lane, Orange Park, FL 32003-7460 and the name of the current registered agent is: John Schaedel.

Article IX  
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to the Financial Planning Association, a District of Columbia nonprofit corporation. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such exempt purposes or to such organization or organizations, which are organized and operated exclusively for such exempt purposes, as such Court shall determine. In the event of termination of the corporation's relationship with the Financial Planning Association, the Corporation shall dissolve and distribute its assets in accordance with its Affiliation Agreement with the Financial Planning Association.

Article XI  
Indemnification

The corporation shall indemnify its directors, officers, employees and agents.

Article XIV  
Incorporator

The names and addresses of the incorporator's are:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Kalb	c/o American Express Financial Advisors 4190 Belfort Road, Suite 150 Jacksonville, FL 32216
Hunter Lee Little, Jr.	4105 Windsor Park Drive East Jacksonville, FL 32224-2292
Ronald W. Allen	c/o Bull & Bear Financial Advisors, Inc. 900 23 <sup>rd</sup> Street North Jacksonville, FL 32250

IN WITNESS WHEREOF, the above-named incorporator(s) has (have) signed the revised Articles of Incorporation this 6th day of December, 2001.

John G. Schaedel, Secretary  
Registered Agent