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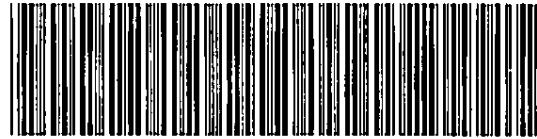
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: NATIONAL CERT ASSOCIATION, INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: James R. Nici

Name (Printed or typed)

1865 Veterans Park Drive, Suite 203

Address

Naples, FL 34109

City, State & Zip

(239) 449-6150

Daytime Telephone number

jnici@nicilawfirm.com

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

**NOTE: Please provide the original and one copy of the document.**

**RESTATED ARTICLES OF INCORPORATION  
OF  
NATIONAL CERT ASSOCIATION, INC.**

THE UNDERSIGNED, being the President of National CERT Association, Inc., adopts the following Restated Articles of Incorporation ("Articles"):

**ARTICLE I.  
NAME OF CORPORATION**

The name of the corporation (the "Corporation") is:

NATIONAL CERT ASSOCIATION, INC.

**ARTICLE II.  
ADDRESS**

The initial principal office or mailing address of the Corporation is:

1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

**ARTICLE III.  
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

JAMES R. NICI, ESQ.  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

**ARTICLE IV.  
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is:

JAMES R. NICI, ESQ.  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

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TALLAHASSEE, FLORIDA

## **ARTICLE V.**

### **PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed for the purposes of: promoting resiliency through preparedness, response and recovery by incorporating best practices and sharing resources to empower trained volunteers in our communities.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

## **ARTICLE VI.**

### **REQUIREMENTS & PROHIBITIONS**

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. 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.

2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 these Articles.

4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.

5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

**ARTICLE VII.**  
**DIRECTORS AND MEMBERS**

There will be no members in the Corporation. The number of Directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of Directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of Directors must be approved by a majority of the entire Board. No decrease in number of Directors shall shorten the term of any incumbent Director. Each Director shall be elected by a majority vote of the Board.

The name and address of the person(s) to serve as Director of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

MARK AMATRUDO, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

DONALD JANELLE, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

MIKE OPPEGAARD, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

JESS ROBISON, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

SUE ANNE KETCHAM, Director and Secretary  
911 Harrington Avenue  
Norfolk, VA 23517

DAVID NICHOLS, Director and Treasurer  
985 Smith Lane  
Monticello, MS 39654

SAMANTHA ROYSTER, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

MICHELLE HANNEKEN, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

JOSH D. VITTIE, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

JEREMY CUDDEBACK, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

GARY RAGAN, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

STEVE TATLOW, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

QUINN LEWANDOWSKI, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

HAROLD TIGER, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

WADE MATHEWS, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

SUU-VA TAI, Director and President  
9622 Hahn Way  
Elk Grove, CA 95757

JACOB HEFLIN, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

PAULA TOWNE, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

MICHELLE TORRES, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

JAMES CUNNINGHAM, Director and Vice President  
139 Burnt Pine Drive  
Naples, Florida 34119

RACHEL JACKY, Director  
1865 Veterans Park Drive, Suite 203  
Naples, Florida 34109

### **ARTICLE VIII. INDEMNIFICATION**

The Corporation shall have the power to indemnify its officers, Directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

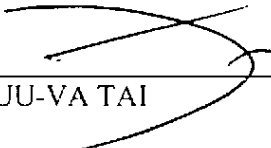
### **ARTICLE IX. AMENDMENT**

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code.

### **ARTICLE X. DISSOLUTION**

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the President of the Corporation has executed these Restated Articles of Incorporation this 1st day of March, 2021.

By:   
SUU-VA TAI