

N24000007009

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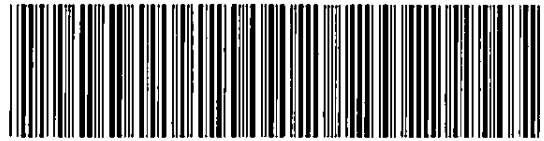
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SECRETARY OF STATE
TALLAHASSEE, FL

MAY 16 2024

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CENTRAL FLORIDA WOODWORKERS GUILD, INC.

DOCUMENT NUMBER: N24000002009

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

Please return all correspondence concerning this matter to the following:

Teri Long

Name of Contact Person

Firm/ Company

327 Oak Park Place

Address

Casselberry, FL 32707

City/ State and Zip Code

Teri_Long@outlook.com

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

For further information concerning this matter, please call:

Teri Long

at (407)

470-3431

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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SECRETARY OF STATE
TALLAHASSEE, FL

2024 MAY -9 AM 9:01

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2024

TERI LONG
327 OAK PARK PLACE
CASSELBERRY, FL 32707

SUBJECT: CENTRAL FLORIDA WOODWORKERS GUILD, INC.
Ref. Number: N24000002009

We have received your document for CENTRAL FLORIDA WOODWORKERS GUILD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Florida profit corporation, but your entity is a Florida not for profit corporation. Please complete and return the enclosed blank form(s).

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.

Morgan E Lovett
Regulatory Specialist II

Letter Number: 424A00005038

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of the corporation is: Central Florida Woodworkers Guild, Inc., and referenced hereafter in this document as The Guild.

ARTICLE II PRINCIPAL OFFICE

The principal place of business:

1535 Brooks Lane
Oviedo, FL 32765

The mailing address of the corporation:

1535 Brooks Lane
Oviedo, FL 32765

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TALLAHASSEE, FL

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Including but not limited to:

- Encouraging and promoting the best standards of workmanship and design in the craft of woodworking
- Fostering public awareness and appreciation of woodworking crafts.
- Aiding our fellow woodworkers by giving counsel freely

ARTICLE IV MANNER OF ELECTION

Elections

The manner in which the directors are elected and appointed: Election of officers will be made at the regular February meeting by a simple majority vote of those members in attendance at that meeting.

Elected Officers

The elected officers of The Guild shall consist of: President, Vice-President, Secretary, Treasurer, and Program Director

Nominating Committee

The officers shall be nominated by a nominating committee appointed by the President. The members shall be advised of the candidate slate in writing via the monthly newsletter prior to the meeting at which the elections will be held.

Term

The term of office for each elected officer of The Guild shall be one year beginning with the regular March meeting. There shall be a two-consecutive term limit for President and in the event of no nominees; the previous Vice President will become President. Other officers are exempted from two-term limit when there are no nominees.

Compensation

The officers and members of the Board of Directors shall serve without pay. They may, however, be reimbursed for out-of-pocket expenses incurred in the execution of The Guild business.

Composition of the Board of Directors

The Board of Directors of The Guild will consist of the elected officers. The Board may, at its discretion, invite additional members to sit on the Board for special purposes

Censure

Officers may be removed for cause when:

- (a) A simple majority of the Board of Directors finds removal to be in the best interest of The Guild.
- (b) Notification to the membership is made in the newsletter.
- (c) A simple majority vote at the regular meeting following notification so results.

ARTICLE V NAME AND ADDRESS OF REGISTERED AGENT

Craig Aebli
104 River Oaks Circle
Sanford, FL 32771

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

Registered Agent Signature: CRAIG AEBLI

ARTICLE VI NAME AND ADDRESS OF INCORPORATOR

Teri Long
327 Oak Park Place
Casselberry, FL 32707

Electronic Signature of Incorporator: TERI LONG

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 for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

ARTICLE VII INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Teri Long, President
Address: 327 Oak Park Place
City, State, Zip: Casselberry, FL 32707

Name and Title: Paul Kenard, Vice President
Address: 3601 Lake Buynak Road
City, State, Zip: Windermere, FL 34786

Name and Title: Dino Lucarelli, Secretary
Address: 558 W Springtree Way
City, State, Zip: Lake Mary, FL 32746

Name and Title: Craig Aebli
Address: 104 River Oaks Circle
City, State, Zip: Sanford, FL 32771

Name and Title: David Polley, Treasurer
Address: 1535 Brooks Lane
City, State, Zip: Oviedo, FL 32765

ARTICLE VIII EFFECTIVE DATE OF CORPORATION

The effective date for this corporation shall be: 02/12/2024

ARTICLE IX MEMBERSHIP

Association

Membership shall be open to all adults 18 and older, regardless of their level of expertise in woodworking. Members are encouraged to bring ideas and questions to the meetings for the consideration of The Guild. However, only the Board of Directors may make representations to any third parties on behalf of The Guild. No member, without specific permission of the Board of Directors, shall purport to make representations or commitments on behalf of The Guild. All members of The Guild shall conduct themselves in a manner showing appropriate courtesy and respect for fellow members. Disruptive threatening or other inappropriate conduct shall not be permitted at any meeting or at any function of The Guild.

Separation

A member may be removed from membership for cause by a 2/3 majority vote of the members in attendance at any regular scheduled meeting. Cause for removal shall be based upon:

- (a) Failure of the members to conduct themselves appropriately for the good of The Guild.
- (b) Misrepresenting or committing to The Guild without direction of the Board of Directors.

Removal for cause shall be for a stated period, or permanently, as determined by a simple majority vote of the members voting on the removal.

Membership Dues

Amount

The amount of dues shall be determined by the Board of Directors and is subject to approval by a simple majority vote of the regular members in attendance at the regular December meeting.

Schedule

Dues are payable in December in full for the following year. Any member whose dues are not paid by the end of February shall be considered to have resigned his or her membership. His or her name shall then be dropped from the membership roster and newsletter mailing list.

Proration

New Members joining The Guild in mid-year (any time after January) shall pay dues on a pro-rata basis of 1/12 of the annual dues for each remaining month of the calendar year.

Discounts

When more than one member of a family, [i.e. husband and wife] wishes to join The Guild, the second member shall pay a discounted amount of dues determined as in the section above.

ARTICLE X INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not

exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was 2.14.24, and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 5-9-24

Signature: Teri Long

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Teri Long
(Typed or printed name of person signing)

President
(Title of person signing)