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COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE NORTH FLORIDA KOI CLUB, INC.

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Amended
2/13/08

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
THE NORTH FLORIDA KOI CLUB, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, THE NORTH FLORIDA KOI CLUB, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on Feb. 10, 2008.
3. The members of the Corporation adopted and approved the amendment on Feb. 10, 2008.

IN WITNESS WHEREOF, the undersigned officer of The North Florida Koi Club, Inc. hereby certifies that these the Amended and Restated Articles of Incorporation were adopted by the Corporation on Feb. 10, 2008.

THE NORTH FLORIDA KOI CLUB, INC.

By: William T. Tedarsky
Name: William T. Tedarsky
Title: president

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE NORTH FLORIDA KOI CLUB, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

- (a) The name of this corporation shall be: THE NORTH FLORIDA KOI CLUB, INC. (the "Corporation").
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The mailing address of the Corporation is located at 2732 Connie Circle, Orange Park, Florida 32065, or at such other address as may be determined by the Board of Directors.

ARTICLE II
PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized and shall be operated exclusively for the promotion of charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. Without limiting the generality of the foregoing, the Corporation will seek to create, promote and enlarge the appreciation, study, and exhibition of Koi fish. The Corporation will disseminate information about Koi fish to its membership and to the general public, will engage in educational and social activities relating to Koi fish and will acquire and own such property as may be necessary in connection with the foregoing. The Corporation may also engage in such other activities as may be necessary for any or all of the foregoing.
- (b) This Corporation is organized and shall be operated exclusively for the promotion of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law.
- (c) Notwithstanding any other provision of these Articles of Incorporation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual

shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

ARTICLE IV
MEMBERSHIP

The qualifications for persons to become admitted as members of the Corporation and the manner of admittance as members of the Corporation shall be provided in the Bylaws of the Corporation. The rights of the members of the Corporation shall be as specifically set forth in the Bylaws of the Corporation.

ARTICLE V
DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

ARTICLE VI
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VII
LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.