

134293

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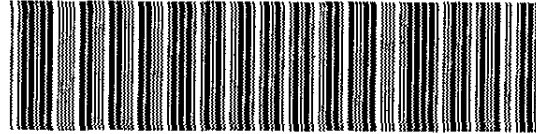
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Optimist Club of West Pensacola, Inc.

DOCUMENT NUMBER: N34293

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

Please return all correspondence concerning this matter to the following:

Robert Kelley, President

(Name of Contact Person)

N/A

(Firm/ Company)

6018 Somerset Drive

(Address)

Pensacola, FL 32526

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert Kelley, President

(Name of Contact Person)

at (850) 434-1333

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE OPTIMIST CLUB OF WEST PENSACOLA INC.
A CORPORATION NOT FOR PROFIT

The undersigned hereby present these Amended and Restated Article of ~~INC.~~ incorporation of the Optimist Club of West Pensacola/to read as follow:

Robert Kelley, President
Denise Gillman, Treasurer and Registered Agent

ARTICLE I - NAME

The name of the ~~INC.~~ Corporation shall be the Optimist Club of West Pensacola/with its principal office at 7390 Chimney Pines Drive, Pensacola, Florida, 32526.

ARTICLE II - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect on or as may be amended (the "Code"). Without limiting the generality of the foregoing, the purposes for which the Corporation is organized and will be operated include, but are not limited to, promoting an active interest in good government and civic affairs, inspiring respect for law, promoting patriotism and working for international accord and friendship among all people, and aiding and encouraging the development of youth. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code and the laws of the State of Florida (the "Act"). In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions to qualified persons (other than its directors, officers, and employees or their immediate

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families) in furtherance of the purposes set forth herein. 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 statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Article, 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 Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III - MEMBERSHIP

The membership of the Corporation shall consist at all times of the members of the Board of Directors as provided for herein, then in office, and their successors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - ELECTION OF OFFICERS AND DIRECTORS

Officers and Directors shall be elected by a majority of the members constituting a quorum at an annual meeting. The officers and other elected members of the Board shall be elected from the membership and serve in office for such periods as the By-Laws shall provide or until their successors have qualified.

ARTICLE VI - DIRECTORS

The number of Directors of the Corporation shall be at least 5. The affairs of the corporation are to be managed by the President, Vice-President, Secretary, Treasurer, and a Board of Directors.

ARTICLE VII - NAMES AND ADDRESSES OF OFFICERS

The names and addresses of the current officers are:

Robert Kelley 6018 Somerset Dr., Pensacola, FL 32526

Paula Nelloms 29 Linda St., Pensacola, FL 32506

Denise Gillman 7390 Chimney Pines Dr., Pensacola, FL 32526

Pat Madison 6941 Falcon Dr., Pensacola, FL 32507

ARTICLE VIII - BY-LAWS

The By-laws of the Corporation are to be made, altered or rescinded by a majority vote of the members constituting a quorum at any regular or special meeting of the membership of the Corporation, or by a three-fourths (3/4ths) vote of the Board of Directors present and voting at any regular or special meeting of said Board, provided notice of proposed change in said By-laws has been given in the notice of the meeting.

ARTICLE IX - AMENDMENTS TO ARTICLES

Amendments to the Amended and Restated Articles of Incorporation may be proposed and adopted by a majority vote of the members constituting a quorum at any regular or special meeting of the membership of the Corporation, or by a three-fourths (3/4ths) vote of the Board of Directors present and voting at any regular or special meeting of said Board, provided that the proposed amendment shall have been included in notice of the meeting.

ARTICLE X - DISSOLUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or

organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.


ARTICLE XI - REGISTERED OFFICE

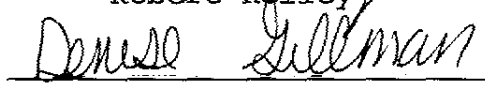
The Registered Agent and the Registered Address for the Corporation is Denise Gillman, 7390 Chimney Pines Drive, Pensacola, FL 32526.

ARTICLE XII - INCORPORATOR

The Incorporator and the Incorporator's Address for the Corporation is Robert Kelley, 6018 Somerset Drive, Pensacola, FL 32526.

WITNESS the hands and seals of the subscribers at Pensacola, Escambia County, Florida this 12th day of July 2006.


Robert Kelley (SEAL)


Denise Gillman (SEAL)

**Articles of Amendment
to
Articles of Incorporation
of**

Optimist Club of West Pensacola, Inc.

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

N34293

(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):

N/A

(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)**

Article II Principal Office - Amended

Article III Purpose - Amended

Article IV Manner of Election - Amended

(Attach additional pages if necessary)
(continued)

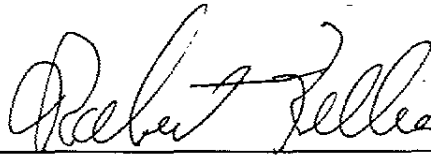
The date of adoption of the amendment(s) was: July 12, 2006

Effective date if applicable: July 12, 2006
(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.

Signature



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

Robert Kelley

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35