

N46509

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Amended & Restated

TBrown 6-24-11

BEGGS & LANE

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELLORS AT LAW
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1998 - 2001

BERT H. LANE
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June 21, 2011

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GARY B. LEUCHTMAN
JACK W. LURTON III
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GREGORY R. MILLER
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JAMES M. WEBER
CHARLES T. WIGGINS
JOHN F. WINDHAM
JOHN R. ZOESCH III

VIA OVERNIGHT COURIER

Florida Department of State
Division of Corporations
Amendments Section, Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment to Articles of Incorporation
Navarre Beach Volunteer Fire Department, Inc., Document No. N46509

Dear Sir or Madam:

Enclosed please find Amended and Restated Articles of Incorporation of Navarre Beach Volunteer Fire Department, Inc. I have also enclosed a check in the amount of \$52.00 as payment for the filing fee, Certificate of Status and certified copy of the Amended Articles.

Should you have any questions about the documents, please contact me at (850) 469-3327. Please return the Certificate of Status and certified copy of the Amended Articles to the Registered Agent, Mr. Kenneth Rudzki, in the prepaid express envelope provided.

Thank you for your assistance with this matter.

Sincerely,



Donna DeSeno, CP, FRP
Paralegal to Ralph A. Peterson

/dmd
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Navarre Beach Volunteer Fire Department, Inc.

DOCUMENT NUMBER: N46509

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

Please return all correspondence concerning this matter to the following:

Kenneth Rudzki

(Name of Contact Person)

Navarre Beach Volunteer Fire Department, Inc.

(Firm/ Company)

6580 Federal Street

(Address)

Navarre, FL 32566

(City/ State and Zip Code)

sailorsgrill@bellsouth.net

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

For further information concerning this matter, please call:

Kenneth Rudzki

(Name of Contact Person)

at (850) 240-3870

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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
NAVARRE BEACH VOLUNTEER FIRE DEPARTMENT, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I

The name of this corporation is Navarre Beach Volunteer Fire Department, Inc.

ARTICLE 2

This is a not for profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes, and the corporation shall have perpetual existence, commencing on the date of the filing of the original Articles of Incorporation and continuing with the filing of these Amended and Restated Articles of Incorporation in the office of the Secretary of State of the State of Florida.

ARTICLE 3

(a) The corporation is organized and shall be operated exclusively for charitable, scientific, public safety, or educational purposes and to foster and provide fire protection and prevention as well as fire and disaster relief, education, and community service, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code") or corresponding sections of any prior or future Internal Revenue Code ("charitable, scientific, public safety, or educational purposes within the meaning of Section 501(c)(3) of the Code"). In furtherance of these purposes, the corporation shall conduct services and programs designed to accomplish charitable, scientific, public safety, and educational purposes within Section 501(c)(3) of the Code, thereby serving primarily the area within the boundaries of Navarre Beach and Santa Rosa County, Florida, and all surrounding communities that reciprocate fire fighting assistance, and shall have the following powers:

(1) To determine, develop, and implement ways and means of providing improved fire protection and prevention and to preserve life and property in the areas in which this corporation serves.

(2) To conduct develop programs to protect the citizens of Navarre Beach, Florida, and in the areas in which the corporation serves from fires and the consequences of

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disasters and to promote those citizens' support of and involvement in the purposes and services of the corporation.

(3) To conduct fire awareness and prevention educational programs to inform and train the citizens of Navarre Beach, Florida, and in the areas in which the corporation serves of the possibilities, threats, and hazards of fire and disasters in their communities.

(4) To promote and support by donation, loan, or otherwise, the interest, purposes, and operations of the corporation described above that provide or conduct activities that fall within the categories covered by Sections 501(c)(3), 509(a)(1), and 509(a)(2) of the Code.

(5) To raise, receive, and administer funds from the public and from all sources available, and to receive and maintain such funds and expend principal and income therefrom in furtherance of the purposes of the corporation.

(6) To purchase, own, lease, or otherwise deal with all property, real and personal, to be used in furtherance of the purposes of the corporation.

(7) To purchase, own, lease, and operate facilities, equipment, or other assets for public use, service, and welfare in furtherance of the purposes of the corporation.

(8) To contract with other organizations, for profit and not for profit; with individuals; and with governmental agencies in furtherance of the purposes of the corporation.

(9) To otherwise operate exclusively for charitable, scientific, public service, or educational purposes within the meaning of Section 501(c)(3) of the Code, and in the course of those operations:

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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 of the corporation set forth in these Articles.

(B) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code.

(C) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(b) The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE 4

No power or authority shall be exercised by the directors, officers, or employees of the corporation in any manner or for any purposes whatsoever that may jeopardize the status of the corporation as an exempt organization under Section 501(c)(3) of the Code and its regulations, as they now exist or as they may be amended in the future.

ARTICLE 5

(a) The qualifications of the members of the corporation and the manner of their admission to the corporation; the manner of termination of membership in the corporation; and the rights, upon termination of membership, of the corporation, the terminated members, and the remaining members will be as stated in the corporation's Bylaws or amendments thereto. Membership in this corporation is not transferable.

(b) The current members of the corporation under these Amended and Restated Articles of Incorporation shall be those members listed on the corporation's official membership list on the date of the filing of these Amended and Restated Articles of Incorporation in the office of the Secretary of State of the State of Florida. Subsequent to that filing date, individuals may only retain their membership with or become members of the corporation in accordance and in compliance with the qualification and admissions requirements of the corporation's Bylaws or amendments thereto.

(c) If membership dues is to be required, established, and collected from members, the institution of a membership dues structure and amounts initially shall be established by a majority vote of the members in attendance at an annual, regular, or special meeting of the members, and subsequent changes in the corporation's dues structure or amounts shall be made

only upon approval of such a change by a majority vote of the members in attendance at an annual, regular, or special meeting of the members.

ARTICLE 6

(a) The street address of the principal office of the corporation (Rudzki Station, Navarre Beach Fire Department) is 1413 Utility Drive, Navarre, FL 32566.

(b) The street address of the registered office of 6580 Federal Street, Navarre, Florida 32566.

(c) The name of the corporation's registered agent at such address for the registered office is Kenneth Rudzki.

ARTICLE 7

(a) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors ("the Board"), consisting of not less than five (5) nor more than seven (7) directors and as designated, qualified, and elected in accordance with the Bylaws of this corporation.

(b) Directors shall be elected at the corporation's annual meeting and shall serve for a term of one (1) year until the next annual meeting of members following the election of Directors and until qualification of the successor directors.

(c) The names and addresses of the current directors constituting the Board of Directors of the corporation who shall serve as directors until the first election of directors after the adoption of and under these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert Coley	8271 Gulf Boulevard, Unit 404, Navarre Beach, FL 32566
Bruce Ehrenberger	1440 Paradise Point Dr., #20, Navarre Beach, FL 32566
Timothy Keohane	1466 Homeport Dr, Navarre Beach, FL 32566
John Lewis	1492 Arkansas St, Navarre Beach, FL 32566
Kenneth Rudzki	6580 Federal Street, Navarre, FL 32566

(d) The affairs of the corporation are to be managed by the officers of the corporation, who shall be elected annually by and from the Board of Directors who shall also

serve as the officers of the Board. The corporation shall have the following four officers: President, Vice President, Secretary, and Treasurer.

(e) The names and addresses of the current officers of the corporation who shall serve as directors until the first election of officers by the Board of Directors after the adoption of and under these Amended and Restated Articles of Incorporation are:

<u>Officer</u>	<u>Name</u>	<u>Address</u>
President	Robert Coley	8271 Gulf Boulevard, Unit 404 Navarre Beach, FL 32566
Vice President	Timothy Keohane	1466 Homeport Dr. Navarre Beach, FL 32566
Secretary	Kenneth Rudzki	6580 Federal Street Navarre, FL 32566
Treasurer	Kenneth Rudzki	6580 Federal Street Navarre, FL 32566

ARTICLE 8

The name and address of the subscriber to these Amended and Restated Articles of Incorporation are Robert Coley, 8271 Gulf Boulevard, Unit 404, Navarre Beach, Florida 32566.

ARTICLE 9

The Bylaws of the corporation are to be made, altered, amended, or rescinded by the Board of Directors by a majority affirmative vote of the directors present at any annual, regular, or special meeting of the Board of Directors at which a quorum of directors is present; provided, however, that notice of a proposed Bylaw change must be given in writing to all directors and members at least ten (10) days prior to the meeting at which the proposed change is to be considered by the Board.

ARTICLE 10

Amendments to these Amended and Restated Articles of Incorporation may be proposed by a resolution adopted by a majority of the members present at any meeting of the corporation or proposed by one or more directors and adopted by the Board, and any such amendment proposal shall be adopted by the affirmative two-thirds vote of the general membership at any annual, regular, or special meeting of the corporation's general members;

provided, however, that no amendments of these Amended and Restated Articles of Incorporation shall be considered for adoption by the members of the corporation unless notice of the proposed amendment(s) change has been given in writing to members at least ten (10) days prior to the meeting at which the proposed change is to be considered by the corporation's members.

ARTICLE 11

(a) The maximum amount of indebtedness or liability to which the corporation at any time subjects itself shall not be greater than one hundred percent (100%) of the value of the corporation's property, personal and real.

(b) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any director or officer of the corporation made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as director, officer, employee, or agent of the corporation or any other corporation, partnership, joint venture, trust, or other enterprise in which he or she served at the request of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, and not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for a belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere ("no contest") or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties for the corporation.

(c) Any indemnification under paragraph 11(b) above shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which a

director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and that with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.

(d) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 11(b) above upon a preliminary determination by the Board of directors that such person has met the applicable standards of conduct set forth in paragraph 11(b) above and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Article 11. If the corporation elects to assume the defense, such defense shall be conducted by legal counsel chosen by the Board and about whom such person has not made any objections for valid reasons. In the event that the corporation elects to assume the defense of any such person and retains such legal counsel, such person shall bear the fees and expenses of any additional legal counsel retained by him or her, unless there are conflicting interests between or among such person and other parties represented in the same action, suit, or proceeding by the legal counsel retained by the corporation, and those conflicts have been raised by such person for valid reasons in a written objection to the corporation, in which case the reasonable expenses of such additional representation shall be within the scope of indemnification intended to be invoked if such person is ultimately determined to be entitled thereto as authorized by this Article 11.

(e) The rights of indemnification stated in this Article 11 shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

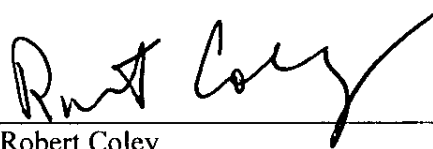
(f) The indemnification contained in this Article 11 shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not-for-profit corporations from liability.

ARTICLE 12

(a) The property of this corporation is irrevocably dedicated to educational, scientific, public service, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of the corporation or to the benefit of any private individual.

(b) Upon dissolution of the corporation and after paying or making provisions for the payment of all liabilities of the corporation, the Board of Directors shall dispose of all of the assets of the corporation in such manner or to such organization or organizations that are organized and operated exclusively for charitable, scientific, public service, and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed shall be disposed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, with such disposition being exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

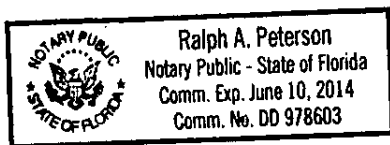
The undersigned, being the Subscriber/President of the corporation and upon these Amended and Restated Articles of Incorporation having been duly adopted by the members of the corporation, has executed these Amended and Restated Articles of Incorporation on June 20, 2011.

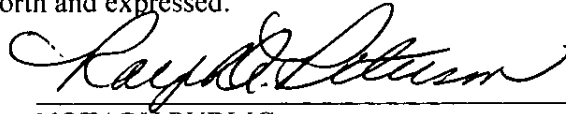
A handwritten signature in black ink, appearing to read "Robert Coley", written over a horizontal line.

Robert Coley
Subscriber/President

STATE OF FLORIDA)
 } ss.
COUNTY OF SANTA ROSA)

The foregoing instrument was acknowledged before me this 20th day of June, 2011 by Robert Coley, President of Navarre Beach Volunteer Fire Department, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification, and he acknowledged under oath before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.





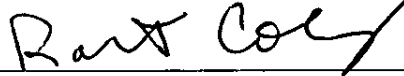
NOTARY PUBLIC
Printed Name: _____
Commission No. _____
My Commission Expires: _____

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.91 and 617.0501, Florida Statutes, the following is submitted:

Navarre Beach Volunteer Fire Department, Inc. has designated and appointed Kenneth Rudzki as its Registered Agent and designated its Registered Office as 6580 Federal Street, Navarre, Florida 32566.

NAVARRE BEACH VOLUNTEER FIRE DEPARTMENT, INC.



By: Robert Coley
Its President

ACCEPTANCE OF APPOINTMENT

Having been named Registered Agent for Navarre Beach Volunteer Fire department, Inc. at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping the office open.


Kenneth Rudzki

**RESOLUTION OF THE NAVARRE BEACH VOLUNTEER FIRE DEPARTMENT, INC.
(AMENDED AND RESTATED ARTICLES OF INCORPORATION)**

RESOLVED that the Articles of Incorporation be restated and amended in their entirety as set forth in the attached Amended and Restated Articles of Incorporation.

ADOPTED this 20th day of June, 2011, by a majority vote of the members present at the Special Meeting of the Navarre Beach Volunteer Fire Department, Inc. held on June 20, 2011.



Kenneth Rudzki, Secretary