

N97000001456

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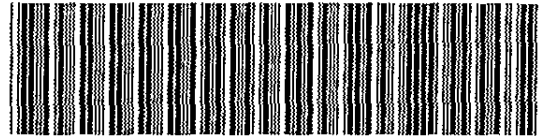
Special Instructions to Filing Officer:

Betty Neale gave perm. to add
wording about membership App

1-7-03

OM

Office Use Only



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12/23/02--01111--011 **43.75

FILED

02 DEC 23 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend + Restated
*OutCopy
12-23-02



A Rural Economic Development Initiative serving the counties of DeSoto, Glades, Hardee, Hendry, Highlands & Okeechobee.

December 1, 2002

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

Florida's Freshwater Frontier, Inc.
N97000001456

Enclosed please find Amended Articles of Incorporation for Florida's Freshwater Frontier, Inc. with a check in the amount of \$43.75 for the filing fee and certified copy.

I appreciate the assistance by staff in advising the appropriate filing procedure for the restated/amended Articles.

Should additional information be required, please contact me.


Betty Neale
Executive Director

Enc: check

**AMENDMENTS AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF FLORIDA'S FRESHWATER FRONTIER, INC.
(A Not for Profit Corporation)**

Whereas, the following amendments to the ARTICLES OF INCORPORATION of FLORIDA'S FRESHWATER FRONTIER, INC., have been conformed with the provisions contained in Chapter 617 of the Florida statutes and were duly adopted at a meeting of the Board of Directors, called for this purpose, at which a quorum was present on September 16, 2002 and at which all directors were entitled to vote. The number of votes cast for these amendments were sufficient for approval. There are no members entitled to vote.

Pursuant to Chapter 617 of the Florida Statutes, the ARTICLES OF INCORPORATION are hereby amended and fully restated as follows:

ARTICLE I

NAME

The Name of this Corporation shall be Florida's Freshwater Frontier, Inc. a corporation not-for-profit, incorporated under the provisions contained in chapter 617 of the Florida Statutes and Section 501 (c) 6 of the Internal Revenue Service Code.

ARTICLE II

PLACE OF BUSINESS

The principal office of the corporation shall be located in the State of Florida within the geographic region encompassing the counties of DeSoto, Hardee, Hendry, Glades, Highlands and Okeechobee and such other rural communities that the Board of Directors may elect to serve. At the time of these amendments and restatement of the Articles of Incorporation, the physical address of the corporation is 5813 Olive Road, Sebring, Florida 33875. The mailing address of the corporation is P.O. Box 1196, Sebring, Florida 33871-1196. The Board of Directors may change the address of the corporation within the region described above from time to time to fit operational circumstances.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of coordinating and furthering tourism development within the rural region that includes the Florida counties of Desoto, Hardee, Hendry, Highlands, Glades and Okeechobee and such other rural Florida communities as the Board of Directors may elect to serve.

ARTICLE IV
PARTICIPATION

Terms of participation in the corporation shall be as set forth in the Bylaws.

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02 DEC 23 AM 10:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

(2)

ARTICLE V
REGISTERED OFFICE AND AGENT

The registered agent and office location at the time these Articles of Incorporation were amended and re-stated are: Betty Neale, 5813 Olive Road, Sebring, FL 33875

ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS

The affairs of this corporation shall be managed by its Board of Directors and Officers whose election, terms of office, qualifications and duties shall be as set forth in the bylaws of the corporation. The Board of Directors comprises the entire membership of the corporation.

ARTICLE VII
FINANCIAL SUPPORT

Financial support in this corporation shall be as set forth in the Bylaws of the corporation.

ARTICLE VIII
MEETINGS

Provisions and requirements for meetings of the corporation shall be as set forth in the Bylaws of the corporation.

ARTICLE IX
FISCAL YEAR

The fiscal year shall be as set forth in the Bylaws of the corporation

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended restated or repealed wholly or in part by a majority vote at any meeting of the Board of Directors provided that ten (10) days written notice of the meeting along with the proposed amendment(s) is sent to all directors or provided notice is waived in writing by a majority of the Directors of the Corporation.

(3)

ARTICLE XI
DISSOLUTION


In the event of dissolution of Florida's Freshwater Frontier, Inc., its assets remaining after payment or provisions for payment of all debts and liabilities of the corporation shall be distributed equally to all of the then participating local governments according to Section 501(c) of the Internal Revenue Service Code, or corresponding provisions of any subsequent and applicable federal tax laws.

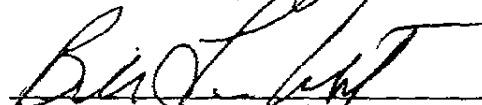
ARTICLE XII
LIMITATIONS - INUREMENT

No part of the net earnings of the Corporation shall inure to the benefits of, or be distributed to its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of political propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of the Section 501 of the Internal Revenue Service Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of a candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501 (c) of the Internal Revenue Service Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Service Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, we the undersigned, at a duly called meeting of the Board of Directors of the Corporation at which a quorum was present on September 16, 2002 have unanimously approved of the amendments and restatement of these Articles of Incorporation.

Any Articles not specifically outlined above are hereby revoked and deleted in their entirety.


K. S. "Butch" Jones, Chairman of the Board


Bill Lambert, Secretary of Corporation

Attest: 
Betty J. Neale, Executive Director

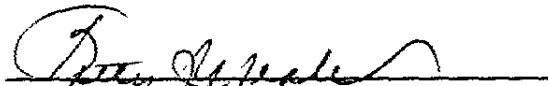
**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

Florida's Freshwater Frontier, Inc., desiring to organize under the laws of the State of Florida, has named Betty J. Neale, located at 5013 Olive Road, Sebring, Florida 33875 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I accept the duties and obligations imposed by Section 607.0505 of the Florida Statutes.

Date: September 16, 2002


Betty Neale, Registered Agent