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REAL PROPERTY COUNCIL OF VOLUSIA COUNTY, INC.

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Amended And Restated Act



June 11, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

REAL PROPERTY COUNCIL OF VOLUSIA COUNTY, INC.

444 SEABREEZE BLVD

SUITE 900

DAYTONA BEACH, FL 32118US

SUBJECT: REAL PROPERTY COUNCIL OF VOLUSIA COUNTY, INC.

REF: N97000002515

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Tina Roberts
Regulatory Specialist II

FAX Aud. #: H09000140912
Letter Number: 009A00019797

Please see the 1st paragraph of the last page of the attached. The last 2 sentences of that paragraph is the information we are requesting.

6/15/09

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REAL PROPERTY COUNCIL OF VOLUSIA COUNTY, INC.
(A Florida Not For Profit Corporation)
Document # N97000002515

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, the Board of Directors of the Real Property Council of Volusia County, Inc. hereby adopts the following Amended and Restated Articles of Incorporation which amend, restate and replace in its entirety the Articles of Incorporation filed with the Secretary of State of Florida on May 2, 1997.

ARTICLE I - NAME

The name of the corporation shall be Real Property Council of Volusia County, Inc.

ARTICLE II - PURPOSE

The corporation is incorporated under the provisions of Chapter 617, Florida Statutes, relating to corporations not for profit. The objects of this corporation are to educate its members in matters pertaining to the law of real property and title-related issues, to enhance visibility of real property lawyers in the public eye, and to work toward resolution of common problems such as title information delivery service, closing procedures, financing, lender and title underwriter relations.

ARTICLE III - MEMBERSHIP

The qualifications for members and the manner of their admission to the corporation shall be as regulated by the amended and restated by-laws.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office and the principal office of the corporation shall be 150 Magnolia Avenue, Daytona Beach, Florida, 32114, and the name of the registered agent of the corporation at that address is Joshua J. Pope. The Board of Directors may, from time to time, move the registered office to any other address in Florida or designate a new registered agent.

ARTICLE V - DIRECTORS

Section 1: The corporation shall have up to seven directors.

Section 2: The following persons shall constitute the Board of Directors and shall serve until their successors are elected:

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<u>Name</u>	<u>Address</u>
Jeffrey Brock	444 Scabrecze Blvd., Suite 900, Daytona Beach, FL, 32118
Joshua J. Pope	150 Magnolia Ave., Daytona Beach, FL, 32114
Trisha Dellinger	1655 North Clyde Morris Blvd., Daytona Beach, FL, 32117
Janet Strickland	4643 Clyde Morris Blvd., Suite 307, Port Orange, FL, 32129
James Kearn	4641 Clyde Morris Blvd., Suite 205, Port Orange, FL, 32129
Rebecca Becker	57 Nicholas Court, Ormond Beach, FL, 32176
MaryEllen Osterndorf	327 S. Palmetto Ave., Daytona Beach, FL, 32114

Section 3: In the event of a vacancy on the Board of Directors, the vacancy shall be filled in accordance with the by-laws.

Section 4: The duties and powers of the directors shall be provided in the by-laws.

ARTICLE VI - BY-LAWS

Section 1: The amended and restated by-laws of the corporation shall be adopted by a majority of the membership entitled to vote at a regular or special meeting called for that purpose, provided that written notice of the time and place of the meeting shall be given by regular mail not less than thirty days before the date of the meeting. Notice of the meeting need not be given to any member who signs a waiver of notice either before, during or after the meeting.

Section 2: The by-laws of the corporation may be altered, amended or rescinded by a majority vote of the membership entitled to vote present at any regular or special meeting at which a quorum is present, provided that notice of the time, place and proposed modification shall be given or waived as provided in the by-laws.

ARTICLE VII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law and herein. Amendment may be proposed and adopted by a majority vote of the membership entitled to vote present at a regular or special meeting called for that purpose at which a quorum is present, provided that notice of the time, place and proposed modifications shall be given or waived as provided in the by-laws.

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ARTICLE VIII - DISSOLUTION

This corporation may dissolve and wind up its affairs in the manner provided by Chapter 617, Florida Statutes. In the event of the dissolution of the corporation, all of its assets and property of every nature and description; whatsoever remaining after the payment of liabilities and obligations of the corporation, but not including assets held by the corporation under condition requiring return, transfer or conveyance which occurs by reason of the dissolution of the corporation shall be paid over and transferred to Volusia County Bar Association, Inc. In the event that the Volusia County Bar Association, Inc., is unwilling or unable to accept receipt of the assets, then the assets shall be transferred or conveyed to another entity exempt from tax as a charitable or educational organization under Section 501(c)(3), or as a business league or board of trade under Section 501(c)(6) of the Internal Revenue law, having substantially similar purposes selected by the corporation's Board of Directors. No portion of said assets and property shall inure to the benefit of any member of the corporation or any enterprise organized for profit.

ARTICLE IX - PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by, (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any successor United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any successor United States Internal Revenue Law.

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IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of May, 2009. These Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast was sufficient for approval. The date of each amendments adoption was May 20, 2009.


Joshua J. Pope

STATE OF FLORIDA

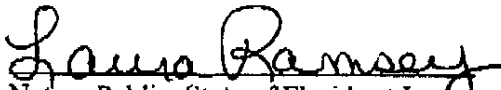
COUNTY OF VOLUSIA

I HEREBY CERTIFY that before me this day, personally appeared JOSHUA J. POPE, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 27th day of May, 2009.



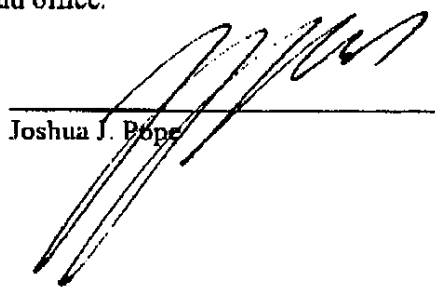
Laura Ramsey
Commission # DD525179
Expires March 5, 2010
Notary Public - Insurance: No. 200-285-7018


Notary Public, State of Florida at Large
My commission expires: March 5, 2010

ACCEPTANCE OF DESIGNATION

The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in Article IV of the Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

By:


Joshua J. Pope

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