

N9800000 3105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

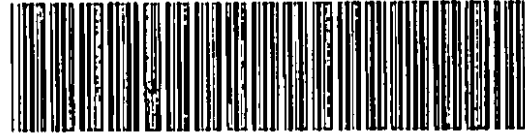
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Special Instructions to Filing Officer:

6/19/20 Spoke w/  
Tonya. Gave permission to  
remove bylaws

~~Edwards, Alice, Dylano~~  
~~RET - THB~~

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RECEIVED

MAY 18 2020

R. WENTE

JUN 19 2020

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 11, 2020

TONAY UPDERGRAFF  
114 BRILLIANT BLOOM CT  
BRADENTON, FL 34212

SUBJECT: THE FLORIDA SUNCOAST WOMEN'S FORUM, INC.  
Ref. Number: N98000003105

We have received your document for THE FLORIDA SUNCOAST WOMEN'S FORUM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Bylaws are not filed with this office. Please remove the reference to "Bylaws from the title of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II Supervisor

Letter Number: 420A00011542

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

IWF Florida Suncoast

**NAME OF CORPORATION:** \_\_\_\_\_

N98000003105

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Tonya Updegraff

\_\_\_\_\_  
(Name of Contact Person)

IWF Florida Suncoast

\_\_\_\_\_  
(Firm/ Company)

114 Brilliant Bloom Ct

\_\_\_\_\_  
(Address)

Bradenton, FL 34212

\_\_\_\_\_  
(City/ State and Zip Code)

IWFFLSuncoast@gmail.com

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

For further information concerning this matter, please call:

Tonya Updegraff

941

4487677

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

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

- |                                                     |                                                                        |                                                                                                     |                                                                                                                            |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

THE FLORIDA SUNCOAST WOMEN'S FORUM, INC.

2020 . 18 . 11: 43

(Name of Corporation as currently filed with the Florida Dept. of State)  
N9800003105

(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:

A. If amending name, enter the new name of the corporation:  
IWF FLORIDA SUNCOAST, INC.

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable: \_\_\_\_\_  
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable: \_\_\_\_\_  
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_  
(City)

Florida \_\_\_\_\_  
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

See Attached

Lined area for text entry.

The date of each amendment(s) adoption: May 1, 2020 if other than the date this document was signed.

Effective date if applicable: May 1, 2020  
*(no more than 90 days after amendment file date)*

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

05/02/2020

Dated \_\_\_\_\_

Signature

Tonya Updegraff

(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)

Tonya Updegraff

\_\_\_\_\_  
(Typed or printed name of person signing)

Registered Agent

\_\_\_\_\_  
(Title of person signing)

## **RESTATED ARTICLES OF INCORPORATION**

### **OF**

#### **IWF Florida Suncoast, Inc. A Not-for-Profit Corporation**

A. The Corporation, in accordance with Chapter 617, Florida Statutes, hereby adopts these Restated Articles of Incorporation, which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on May 28, 1998.

B. The original Articles of Incorporation of The Florida Suncoast Women's Forum, Inc. are hereby superseded by the Restated Articles, which are as follows:

#### **ARTICLE I** **NAME AND ADDRESS**

The name of this corporation shall be IWF Florida Suncoast, Inc. (the "Corporation"). The physical address of the Corporation's principal office shall be at 114 Brilliant Bloom Court, Bradenton, Florida 34212. The mailing address of the Corporation shall be at 114 Brilliant Bloom Court, Bradenton, Florida 34212.

#### **ARTICLE II** **OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be to:

A. Advancing women's leadership to drive positive change and championing equality through connection, education and the exchange of ideas

B. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

C. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

D. The specific objectives of the organization shall be to offer local educational programs, participate in global educational programs, connect women leaders for the exchange of ideas and support women's leadership through global and local networks.



E. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

F. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

### **ARTICLE III** **TERM OF EXISTENCE**

This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Corporation.

### **ARTICLE IV** **MEMBERS**

The Corporation shall have members as set forth in the Bylaws.

### **ARTICLE V** **BOARD OF DIRECTORS OF THE CORPORATION**

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 the Corporation. The Corporation shall have at least five (5) directors, but no more than fifteen (15) directors. Members of the Board of Directors shall be elected as set forth in the Bylaws.

### **ARTICLE VI** **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

## **ARTICLE VII** **RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, Directors, Officers, 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 Section 501(c)(3) purposes. 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, or in opposition to, any candidate for public office.

## **ARTICLE VIII DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

**ARTICLE X**  
**REGISTERED OFFICE AGENT**

The street address of the registered agent of the Corporation is 114 Brilliant Bloom Court, Bradenton, Florida 34212 and the name of the registered agent of the Corporation is Tonya Updegraff.

**ARTICLE XI**  
**AUTHORIZATION**

*The foregoing Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Directors at a meeting held on July 8, 2020 in accordance with Section 617.0721 and 617.0824 of the Florida Statutes and the Corporation's Bylaws.* Therefore, the Secretary of State is hereby requested to approve and file these Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

\_\_\_\_\_  
Mary Ruiz, President