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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated At

JUN 23 2016

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gifford Economic Development Council, Incorporated

DOCUMENT NUMBER: N98000003308

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

Please return all correspondence concerning this matter to the following:

William N. Mosley

(Name of Contact Person)

Mosley Grocery

(Firm/ Company)

4306 26th Ave

(Address)

Vero Beach, FL 32967

(City/ State and Zip Code)

mosleygroupori@gmail.com

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

For further information concerning this matter, please call:

Myra Ferguson

772

501-0656

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

RESTATED ARTICLES OF INCORPORATION
OF
GIFFORD ECONOMIC DEVELOPMENT COUNCIL, INCORPORATED
N98000003308

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

- A. Principal office address:** 4306 26th Ave
Vero Beach, FL 32967
- B. Mailing Address:** 4450 27th Ave
Vero Beach, FL 32967

II

- A.** This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B.** The purposes for which this corporation is organized include, but are not limited to developing and providing employment opportunities, implementing job training programs, community safety programs, obtaining better economics by attracting and retaining new business to underprivileged communities and neighborhoods, in addition to preserving and restoring historical sites, and providing low income housing support.

III

- A.** This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.
- B.** Notwithstanding any other provision 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 Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of said Code, or the corresponding provisions of any future statute of the United States.
- C.** No substantial part of the activities of this corporation shall consist of carrying on propaganda otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

IV Board of Directors

- | A. NAME | ADDRESS |
|------------------------------------|---|
| (1) William N. Mosley
President | 4306 26 th Ave
Vero Beach, FL 32967 |

- | | |
|--|--|
| (2) Janice Streeter-Collins
Officer | 4465 26 th Ave
Vero Beach, FL 32967 |
| (3) Shawn Bell
Officer | 4100 46 th Lane
Gifford, FL 32967 |
| (4) Wanda White-Scott
Secretary | 4450 27 th Ave
Vero Beach, FL 32967 |
| (5) Myra Ferguson
Vice President | 3009 49 th St
Vero Beach, FL 32967 |
| (6) Ruby Napier
Treasurer | 1670 20 th Court SW
Vero Beach, FL 32962 |

V Dissolution Clause

- A. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, member or officer of this corporation, or to any private person.
- B. Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, and which is qualified to receive charitable contributions within the meaning of Section 170 (h) of sad Code, or the corresponding provisions of any future statute of the United States.

VI Bylaws

- A. The board of directors shall constitute the governing body of the corporation. The board shall manage the business affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in the Articles of Incorporation. The board may accept, on behalf of the corporation, any contribution, bequest, or devise.
- B. Directors shall be elected by a majority vote of members.
- C. Vacancies may be filled at any time by a majority vote of members.
- D. All director/officers may severally or collectively consent in writing, email, and phone to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.
- E. No member of the board of directors shall receive any salary or compensation for their services as director. No member shall receive any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting

authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

- F. The corporation shall not discriminate against any person in election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law.

VII. Conflict of Interest

- A. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:
 - (1) The interest of such officer/director is fully disclosed to the board of directors.
 - (2) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
 - (3) Payments to the interested officer/director shall be reasonable and shall not exceed fair market value.
 - (4) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

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

June 12, 2016

Effective date if applicable: _____

(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.

Dated June 12, 2016

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)

William N. Mosley

(Typed or printed name of person signing)

President

(Title of person signing)