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TALLAHASSEE, FLORIDA

**TIMBER PINES COMPUTER CLUB, Inc.**  
**N99000003363**  
**6872 TIMBER PINES BOULEVARD**  
**SPRING HILL, FL 34606 – 3700**

Tuesday, 27 June, 2006

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

Re: Timber Pines Computer Club, Inc., N99000003363, Amended Articles of Incorporation.

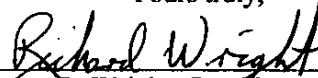
Gentlemen:

Attached, please find the Amended Articles of Incorporation dated 8 November, 2005. Your attention is invited to the fact that, because of extensive changes, a complete restatement of the Articles has been provided in lieu of specific individual changes of various Articles, Sections, etc. The required certification that the restatement was ratified by the membership has been provided. The date of adoption of the restatement was 8 November, 2005. Finally, the registered agent has signed certifying that the restatement was adopted by the membership and that the number of votes were sufficient for approval.

Enclosed, please find Check No. 1189, dated 27 June 2006, in the amount of \$43.75 for the filing fee and for a certified copy of the amendment.

In case of question, please call 352-688-2468. Mr. G. Ohanesian, who prepared the documents. He will be able to assist.

Yours truly,

  
R. Wright, President

cc: Mr. R. Wright, President  
Mr. R. Dakin, Vice President  
Mrs. R. Eisenhard, Secretary  
Mrs. J. Devine, Treasurer  
Mr. J. Lawrence, Past President  
Mr. G. Ohanesian, Past President

Cert. Mail No.: 7000-0520-0016-1743-1551

**ARTICLES OF AMENDMENT**  
**to the**  
**ARTICLES OF INCORPORATION**  
**of**

**TIMBER PINES COMPUTER CLUB, Inc.**

**N99000003363**

FILED  
06 JUL 11 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation restates its ARTICLES OF INCORPORATION because of the extensive number of revisions that have been made. This restatement includes all amendments made since the Club's last filing which was accepted by the office of the Florida Secretary of State on August 2, 2004.*

**ARTICLES OF INCORPORATION**

**ARTICLE 1- NAME**

The name of the organization shall be "Timber Pines Computer Club, Inc."

**ARTICLE II- PURPOSE**

The purpose of the organization shall be to promote fellowship and effective computer practices among its members and to provide a forum for education and learning about computers and related equipment. The club shall be a not-for-profit organization.

**ARTICLE III- MEMBERSHIP**

Membership shall be limited to residents and members of the Timber Pines community.

A Member (either individual or household) shall have paid an initiation fee of \$6.00 plus the yearly dues. Yearly dues shall be determined by the membership at an annual meeting, if necessary. Yearly dues shall be payable beginning November 1st of the preceding year and shall be delinquent after January 31st of the current year. (e.g.; dues for calendar year 2006 shall be payable from November 1, 2005 and shall be delinquent if not paid by January 31, 2006)

A Member becomes an Active Member by attending at least three general monthly meetings in the preceding twelve months.

All Members shall be entitled to receive copies of teaching notes, CompuTimber, etc., and access to the "Members Only" section on the Club's web site. The names of persons whose dues are delinquent shall be retained on a list, together with the date of delinquency, for a period of three years. Member status may be regained during this period by payment of the dues for the current year. After three years, if delinquent members reapply, they shall be considered to be new applicants for membership.

New members joining after September 1st of any year shall be charged the initiation fee (\$6.00) plus the yearly dues for the following year (presently \$10.00) plus \$1.00 for each of the intervening months until January 1.

## **ARTICLE IV- MEETINGS**

### **Section A: Annual Meeting**

There shall be an annual meeting in November of each year for the purpose of election of Directors and the conduct of whatever fiscal business is required for the well-being of the organization. A quorum shall be required. Only Active Members shall be eligible to vote on matters concerning the activities and well-being of the Club.

### **Section B: Regular Meetings**

General meetings shall be held during the second week of each month. The specific day of the week shall be determined by vote of the membership after recommendation by the Board of Directors. The Board, at its discretion, may call a recess of meetings with the approval of the general membership.

The order of business at all meetings of members shall be as follows:

- Sign In
- Call to order
- Approval of the minutes of the previous meeting
- Officers' Reports
- Committee Reports
- Old Business
- New Business
- Announcements
- Adjournment

### **Section C: Supplemental Meetings**

Meetings for special purposes, such as training classes, may be arranged as deemed appropriate by the Board of Directors.

### **Section D: Special Meetings**

The President, with the approval of the Board of Directors, may call a special meeting at any time, and shall be required to call such a meeting upon the written request of twenty-five (25) Members. The agenda must indicate the specific reason for which the meeting is called. No other matters may be discussed. A quorum shall be required.

### **Section E: Quorum**

At meetings where a quorum is required, there shall be at least fifty (50) Active Members present. A majority vote of those Active Members attending shall be required for a proposal to pass. Voting at such meetings shall be by ballot, limited to one vote per household.

## **ARTICLE V- BOARD OF DIRECTORS**

### **Section A: Responsibilities**

There shall be a Board of Directors which shall be responsible for the continued well-being and activities of the club. The Board shall support and perform, under the direction of the President, such duties as requested by the President requiring specific delegated responsibility from time to time.

The Board of Directors shall consist of eight Active Members, serving two-year terms, with four Directors to be elected at the annual meeting of the Club in November of each year, terms to commence on January 1<sup>st</sup> of the following year. This will provide for continuity of experience on the Board. In addition, Past Presidents, if not currently on the Board, shall be members, ex officio, with voice but without vote.

The Board shall meet at appropriate intervals to consider the Club's activities. At least four voting members shall be present to conduct business.

### **Section B: Duties of the Board of Directors**

The Board shall elect from their members, by majority vote, the following Officers: President, Vice President, Secretary and Treasurer. These persons shall serve a one-year term, provided that the President shall have served on the Board at least one year before becoming eligible for the Presidency. The President and Vice President may not be elected to the same office for more than two consecutive terms. All members of the Board must be present or polled for election of officers.

If any Officer's or Director's actions cause the Board to doubt that person's ability to carry out their duties, the Board may declare the position vacant, after affording the affected Officer or Director due process. Such action shall require the presence or polling of the members of the Board and a majority vote declaring the position open.

The Board may indicate various areas of special importance to the continuing function of the club, including, but not limited to, Education, Membership, Publicity and Community Relations, which require specific delegated responsibility.

## **ARTICLE VI- RESPONSIBILITIES OF OFFICERS**

### **Section A: President**

The President shall be the chief spokesperson for the organization and shall conduct all meetings. The President shall prepare the agenda for all Club and Board meetings. The President shall be authorized to designate other persons to conduct special activities such as training classes. The President may also delegate responsibility for other specific areas of Club activities. The President shall vote only to break a tie vote.

### **Section B: Vice President**

In the temporary absence of the President, the Vice President shall assume the responsibilities of the President. The Vice President shall perform such duties as requested by the President. If the Presidency should be permanently vacated, e.g. illness, death, resignation, the Vice President shall become President for the remainder of the term. The Board shall elect from their members, by majority vote, a new Vice President.

### **Section C: Secretary**

It shall be the duty of the Secretary to record and report minutes of all regular and scheduled meetings of the Club and the Board. Additional duties shall include the preparation of any ballots or notices that may be required from time to time, and to carry on communications with members and/or other organizations as may be necessary or required by the Board.

### **Section D: Treasurer**

It shall be the duty of the Treasurer to maintain a bank account in the name of the Club, and to keep records of all money, receipts and disbursements. The Treasurer will record the values of the Club's tangible property and assets as provided. Appropriate reports shall be provided at meetings of the Club and the Board.

### **Section E: Replacement of Directors**

In the event that a position on the Board of Directors becomes permanently vacated, that position shall be filled by appointment by the President, with the approval of the Board, to complete the remainder of that person's term.

## **ARTICLE VIII: COMMITTEES**

### **Section A: Appointment**

The President, with the approval of the Board of Directors, may appoint committees for specific purposes, as seems appropriate.

### **Section B: Nominating Committee**

The President, with the approval of the Board of Directors, shall appoint a Nominating Committee, consisting of five Active Members, at least four months prior to the Annual Meeting. The Nominating Committee shall provide the names of at least four candidates willing to serve a two-year term on the Board. This list shall be provided to the Members at the Regular Meeting prior to the Annual Meeting and shall be published in the Compu-Timber issue of the month prior to the Annual Meeting or other appropriate method as determined by the Board of Directors. Additional nominations may be properly made from the floor at both of the meetings noted above. When nominations are made from the floor, those nominees must be present to indicate their willingness and ability to serve. Members of the Board of Directors shall not serve on the Nominating committee.

## **ARTICLE VIII- AMENDMENT OF THE BY-LAWS**

Proposed amendments to the By-laws shall be presented to the members at a regular meeting or one called specifically for that purpose. In either case, the published agenda shall indicate that such a presentation will be made.

A meeting, either regularly scheduled or specially called for the purpose of voting on such amendments, shall be held no less than one month after the initial presentation. The published agenda again shall indicate that such a vote is scheduled. A quorum is required for such a vote.

## **ARTICLE IX- DISSOLUTION**

In the unlikely event that the club should be dissolved at any time, any and all assets, including but not confined to equipment and money, shall revert to the Timber Pines Charity Fund, Inc.

### CERTIFICATION

**I, Ruth Eisenhard, Secretary of the Timber Pines Computer Club, Inc., certify that the above By Laws were ratified by the General Membership of the Club on 8 November, 2005, at a meeting called for the purpose.**

  
\_\_\_\_\_  
**Ruth Eisenhard, Secretary**

**Second:** The date of adoption of the restatement was 8 November, 2005.

**Third:** Adoption of the restatement (CHECK ONE)

- ☒ The amended Articles were adopted by the members and the number of votes cast for the amended by laws were sufficient for approval.
- ☐ There are no members or members entitled to vote on the Articles. The amendment was adopted by the Board of Directors.

  
\_\_\_\_\_  
**Richard Wright, President**