

**AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**OF**  
**NORTH EAST BUSINESS ASSOCIATION, INC.**  
**D/B/A**  
**NETWORK OF ENTREPRENEURS & BUSINESS ADVOCATES**  
**A NON-PROFIT CORPORATION**

THIS AMENDMENT, made on the date hereinafter amends the Articles of Incorporation for North East Business Association, Inc. d/b/a Network of Entrepreneurs & Business Advocates

1. The undersigned are the duly elected Officers described in the above referenced Articles of Incorporation.
2. The prior Articles of Incorporation shall be revoked in their entirety.
3. The Articles of Incorporation shall now read as follows:

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTH EAST BUSINESS ASSOCIATION, INC.**  
**D/B/A**  
**NETWORK OF ENTREPRENEURS & BUSINESS ADVOCATES**  
**A NON-PROFIT CORPORATION**

**In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:**

**ARTICLE I. NAME AND LOCATION**

The name of the Corporation is **North East Business Association, Inc. d/b/a Network of Entrepreneurs & Business Advocates**, hereinafter called the “Association.” The principal office of the Association shall be located in Leon County, Florida, but meetings of the members and Directors may be designated to any location selected by the Board of Directors.

**ARTICLE II. DEFINITIONS**

Section 1. “Association” shall mean and refer to the Corporation, its Successors and Assigns.

Section 2. "Member" shall mean and refer to any person entitled to membership in the Association as provided herein or as otherwise provided in the Bylaws of the Association.

### **ARTICLE III. PURPOSE**

The general nature and primary purpose of the Association is to establish, conduct, maintain and otherwise promote the activities of those businesses located in the Tallahassee/Leon County metropolitan area, to promote economic interest in the Tallahassee/Leon County metropolitan area, and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes, or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection, or for the benefit of this Association.

In furtherance of these purposes, the Association shall have the power to:

- a) Perform all of the duties and obligation of the Association as set forth in the Articles and as may be set forth in the Bylaws of the Association;
- b) Adopt a budget;
- c) Affix, levy and collect and enforce payment, by any lawful mean, of all charges and assessments pursuant to the terms of these Articles and may as set forth in the Bylaws of the Association; and pay all expenses in connection herewith, and all office and other expenses incidental to the conduct of the business of the Association;
- d) Direct and determine the use and disposition of any proceeds acquired by the Association;
- e) Acquire (by gift, purchase, or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer dedicate to public use, or otherwise dispose of, real and personal property in connection with the affairs of the Association;
- f) Participate in mergers and consolidations with other non-profit corporations for the same purposes; or annex additional residential property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of one-half (1/2) of the members plus one;
- g) Have an exercise any all powers, rights, and privileges that a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this Association; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the

same extent and as full individuals might or could do as principals, agent, contractors, or otherwise.

This Association is organized and shall be operated for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Bylaws, and no part of any net earnings of the Association will inure to the benefit of any member.

#### **ARTICLE IV. MEMBERSHIP**

Every person or entity who owns, operates, or is engaged in business in Tallahassee/Leon County metropolitan area may become members of the Association.

Dues are structured for the fiscal year commencing January 1. New members joining on, or after October 1, shall be credited for the following fiscal year beginning January 1.

#### **ARTICLE V. DURATION**

The period of duration of the Association shall be perpetual.

#### **ARTICLE VI. REGISTERED AGENT**

The street address of the principal office of the Association, and the name of the registered agent at such address, is the president or such person, approved by the board.

Name: Mark J. Ryan, CPA  
Address: 2878 Mahan Drive, Tallahassee, FL 32308  
Phone: (850) 222-1608 x. 306  
Fax: (850) 222-2982  
Email: Mark@shrcpa.com

#### **ARTICLE VII. MANAGEMENT**

The affairs of the Association shall be managed by a Board of Directors as set by the Bylaws. Directors shall be elected at the Annual Meeting of the Members, or appointed midterm as needed, in the manner determined by the Bylaws.

No contract or other transaction between the Association and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Association is or are interested in or is a director or officer or are directors or officers of such other corporation and may be a part or parties to or may be interested in any contract or transaction of this Association or in which the Association is interested; and no contract, act or transaction of this Association with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this Association is a party, or are parties to or interested in such contract,

act or transaction of the Association or in which the Association is interested; and no contract, act or transaction of this corporation with any person or persons, firms, or corporations shall be affected or invalidated by the fact that any director or directors of this Association is a party, or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms, or Associations, and each and every person who may become a director of this Association is hereby relieved from any liability that might otherwise exist, from contracting with the Association for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

### **ARTICLE VIII. OFFICERS**

The affairs of the Association shall be administered by a President, President-Elect, Past President, Secretary and Treasurer. Such officers shall be elected as set forth in the Bylaws. Officers shall serve without compensation at the pleasure of the Board of Directors. The same person may hold multiple offices if so elected.

The names and addresses of the Officers who currently serve until their successors are designated by the Board of Directors are as follows:

President:	Don May, 1301 Metropolitan Blvd., Tallahassee, FL 32308
President-Elect:	Hugh Tomlinson, 1187 Ronds Pointe Dr., E., Tallahassee, FL 32312
Past President:	Patrick Slevin, 3999 Calle de Santos, Tallahassee, FL 32311
Secretary:	Jackie Wilson, Post Office Box 13672, Tallahassee, FL 32317
Treasurer:	Cynthia Lavoie, 1962-B Village Green Way, Tallahassee, FL 32308

### **ARTICLE IX. BYLAWS**

The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded as provided in the Bylaws of the Association.

### **ARTICLE X. AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner and in accordance with Florida Statute 617:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any Annual Meeting at which a proposed amendment is considered, or any Special Meeting duly called and held for such purpose.

2. An amendment may be proposed by either the Board of Directors or by the membership of the Association.
3. These Articles may be amended by the affirmative vote of a majority of the Members of the Association who are physically present at a duly called meeting of the Association.

#### **ARTICLE XI. VOTING**

Voting by members of the Association shall be by one vote per member.

#### **ARTICLE XII. DISSOLUTION**

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organized and operated for such similar purposes, the designated charity(-ies) being selected by a majority vote of the Members of the Association who are physically present at a duly called Special Membership meeting of the Association.