



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2013

DAVID A YON
RADEY LAW FIRM
301 SOUTH BRONOUGH STREET, SUITE 200
TALLAHASSEE, FL 32301

Re: Document Number 738848

The Amended and Restated Articles of Incorporation for GULF WINDS TRACK CLUB, INC., a Florida corporation, were filed on September 16, 2013.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Rebekah White
Regulatory Specialist II
Division of Corporations

Letter Number: 713A00021768

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on September 16, 2013, for GULF WINDS TRACK CLUB, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 738848.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Seventeenth day of September, 2013



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gulf Winds Track Club, Inc.

DOCUMENT NUMBER: 738848

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

Please return all correspondence concerning this matter to the following:

David A. Yon

(Name of Contact Person)

Radey Law Firm

(Firm/ Company)

301 South Bronough Street, Suite 200

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

david@radeylaw.com

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

For further information concerning this matter, please call:

David Yon

(Name of Contact Person)

at (850) 425-6654

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
GULF WINDS TRACK CLUB, INC.

FILED
10 SEP 16 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors of Gulf Winds Truck Club met at a duly called and noticed meeting on September 11, 2013. Felton Wright, GWTC President, presented for discussion the following Amended and Restated Articles of Incorporation which were unanimously approved by the Board.

ARTICLE I

The name of this corporation shall be Gulf Winds Track Club, Inc. It was originally incorporated on April 23, 1977.

ARTICLE II

This corporation shall have a perpetual existence.

ARTICLE III

This corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of a similar character by the provisions of Chapter 617.01, et seq., Florida Statutes, entitled "Corporation Not For Profit", now or hereafter in force, except insofar as such powers, etc. conflict with the restrictions hereinafter set forth in these Articles of Incorporation.

ARTICLE IV

1. No part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise or directly or indirectly participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Nothing herein is intended to

Approved September 11, 2013 by Board

prevent the corporation from providing information and data on subjects related to running and fitness.

2. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purposes.

3. The corporation shall not engage in any of the prohibited transactions described in §503(c) of the Internal Revenue Code as now in force or afterwards amended.

4. The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in §513 of the Internal Revenue Code as now in force or afterwards amended.

5. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of §501(c) of the Internal Revenue Code as now in force or afterwards amended.

6. No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

7. The corporation is organized to serve the public interest. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or members of the corporation, or persons controlled directly or indirectly by such private interest.

ARTICLE V

Approved September 11, 2013 by Board

The nature of the purpose of this corporation shall be:

1. General Purposes:

- A. To encourage participation in fitness programs, jogging and running, whether for competition, physical fitness or pleasure.
- B. To educate the general public about and to stimulate the exchange of information about health, running, and related fitness activities and to disseminate such information.
- C. To provide support and encouragement to other nonprofit groups which encourage health and fitness.

2. Ancillary Purposes:

To engage in any and all lawful activities for the furtherance of the general purposes of the corporation consistent with its tax exempt statutes. Notwithstanding any other provision of these articles, this corporation will not carry on any other 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 or the corresponding provision of any future 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 or any other corresponding provision of any future United States internal revenue law.

ARTICLE VI

The business affairs of this corporation shall be managed by a Board of Directors. The corporation shall have a minimum of five (5) directors and may have such additional members as provided in the corporation's Bylaws.

Approved September 11, 2013 by Board

ARTICLE VII

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer; and such other officers as may be provided for in the Bylaws.

The officers and directors shall be elected by ballot (which may include an electronic tally) prior to December 1 of each year. The election procedure shall be specified in the Bylaws.

ARTICLE VIII

The Board of Directors of this corporation may provide Bylaws for the conduct of the business of this corporation and the carrying out of its purposes, and may amend, alter or rescind those Bylaws as they deem necessary from time to time.

The membership of the corporation may also initiate changes to the Bylaws by presenting a petition for a change in writing to the Board at least 30 days before a Board meeting. The Board may approve such change or, if it elects not to do so, the member may request the amendment be put to a vote of the membership. If the member presents the Board with a petition supporting the amendment and signed by at least 30 members, the amendment shall be presented to the membership for a vote. To pass, a majority of those members voting must vote in favor of the amendment and at least 35% of the membership must cast a vote. The Board may not modify or change an amendment voted on favorably by the membership until the amendment has been in place for at least 2 years.


ARTICLE IX

These Articles of Incorporation may be amended at a Special Meeting of the Board of Directors called for that purpose if there is a quorum present and at least two-thirds of those voting vote in favor. The meeting must be noticed at least thirty (30) days in advance in the manner set forth in the Bylaws.

Approved September 11, 2013 by Board

Amendments may also be made at the annual meeting of the membership upon at least 60 days notice of the proposed amendment by a two-thirds vote of those present.

IN WITNESS WHEREOF, the undersigned officers and directors have executed this document this 11th day of September, 2013, for the purpose of amending and restating the articles of incorporation of the corporation.



President



Secretary

STATE OF FLORIDA
COUNTY OF LEON

Approved September 11, 2013 by Board