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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PINELLAS COUNTY ESTATE PLANNING COUNCIL, INC.

Whereas, on the 6th day of January, 1961, the Pinellas County Estate Planning Council, Inc. received its Certificate of Incorporation;; and,

Whereas, the Pinellas County Estate Planning Council, Inc. has amended its Articles of Incorporation a number of times, and

Now, therefore, the Pinellas County Estate Planning Council, Inc., in accordance with the Florida General Corporation Act and its Articles of Incorporation, has approved the following Amended Articles of Incorporation, which replace the former Articles of Incorporation IN THEIR ENTIRETY, as follows:

ARTICLE I. NAME

The name of this corporation shall be:

"PINELLAS COUNTY ESTATE PLANNING COUNCIL, INC."

ARTICLE II. PURPOSES

The purposes of this corporation shall be:

(1) To maintain the highest standards of ethics and service in providing informed guidance in the creation, conservation, and distribution of estates.

(2) To continue and further the education of its members and the general public in estate planning matters.

(3) To increase public understanding of the need for competent estate planning.

(4) To promote cooperation among its members, and to foster a better understanding of the proper relationship which each member bears to the other, to the member's clients, and to the general public.

(5) To promote the interests of its members and the general public.

ARTICLE III. MEMBERSHIP REQUIREMENTS

The following membership requirements apply to all new members applying for admission on or after the effective date of this Amendment. All members who qualified under prior membership requirements may retain membership notwithstanding the new or additional requirements contained in this Article III.

Section 1. Qualification of Members.

Persons eligible for consideration for membership in the Pinellas County Estate Planning Council, Inc., from the effective date of this Amendment, shall consist of the following:

- (1) An Accredited Estate Planner (A.E.P.).
- (2) An Attorney at Law.
- (3) A Charitable Foundation Executive (Officer or Director) of an Internal Revenue Code Section 501(c)(3) Charitable Foundation.
- (4) A Chartered Financial Consultant (Ch.F.C.).
- (5) A Chartered Life Underwriter (C.L.U.).
- (6) A Certified Financial Planner (C.F.P.).
- (7) A Certified Public Accountant (C.P.A.).
- (8) A Trust Officer currently employed by a Bank or Trust Company maintaining a Trust Department in the State of Florida.
- (9) Any other person (Member at Large) currently actively involved in estate planning who does not practice in any of the previous eight categories. The number of members admitted in this category shall be limited to four (4) in any one calendar year. It is the intention of the Pinellas County Estate Planning Council, Inc. that this Member at Large category be used to allow membership to a person who has exhibited a significant active interest in and participation in the estate planning field, but does not meet the membership requirements set forth in the eight previously listed categories, and who does not practice in any of the previously listed eight categories.

Section 2. Sponsorship and Approval of Membership.

In order to become a member under Paragraphs 1 through 8 of Section 1 of this Article III, these procedures must be followed:

- A. A qualified eligible person must be sponsored by two members in good standing of the Pinellas County Estate Planning

Council, Inc., one of whom must be of the same profession or discipline as the applicant. Each recommending sponsor shall state in writing the extent to which the sponsor has personal knowledge of the applicant's expertise and involvement in the estate planning field.

B. The name and qualifications of the applicant, along with payment of the appropriate membership dues, shall be submitted to the Board of Directors at any regular or special meeting on an application form approved by the Board of Directors from time to time.

C. At least ten days prior to any action being taken on the application by the Board of Directors, the Secretary shall publish the name of each applicant for membership in the monthly newsletter and request comments concerning the qualifications of a proposed applicant from all members of the Pinellas County Estate Planning Council, Inc.

D. Following this publication, the Board of Directors may take action upon the application, and, upon the affirmative vote of seventy-five percent or more of a quorum of the Board of Directors in attendance at such meeting, the applicant shall become a member of the Pinellas County Estate Planning Council, Inc.

In order to become a member under Paragraph 9 of Section 1 of this Article III. (Member at Large), these procedures must be followed:

A. A qualified eligible person must be sponsored by three members in good standing of the Pinellas County Estate Planning Council, Inc., each of whom are qualified under one of the Paragraphs 1 through 8 of Section 1 of this Article III, and each of whom are from a different profession or discipline. Each recommending sponsor shall state in writing the extent to which the sponsor has personal knowledge of the applicant's expertise and involvement in the estate planning field.

B. The name and qualifications of the applicant, along with payment of the appropriate membership dues, shall be submitted to the Board of Directors at any regular or special meeting on an application form approved by the Board of Directors from time to time.

C. At least ten days prior to any action being taken on the application by the Board of Directors, the Secretary shall publish the name of each applicant for membership in the monthly newsletter and request comments concerning the qualifications of a proposed applicant from all members of the Pinellas County Estate Planning Council, Inc.

D. Following this publication, the Board of Directors may take action upon the application, and, upon the affirmative vote of seventy-five percent or more of a quorum of the Board of Directors in attendance at such meeting, the applicant shall become a member of the Pinellas County Estate Planning Council, Inc.

Section 3. Membership Status Change.

In the event a member no longer practices within any of the nine specified categories, but who otherwise desires to maintain his or her membership in the Council and continues to have an active interest in implementing the objectives of the Council, such member shall be allowed to retain membership.

Section 4. Suspension or Revocation of Membership.

The membership of any individual may be suspended or revoked by the Board of Directors for conduct which, in the judgment of seventy-five percent of the Directors present at a regular or special meeting wherein a quorum of Directors are present, is inconsistent with the individual's membership in or would be injurious to the Pinellas County Estate Planning Council, Inc. Written notice of the proposed suspension or revocation of membership shall be delivered to such individual by Certified Mail, Return Receipt Requested, not less than thirty days prior to the vote on such suspension or revocation by the Board of Directors. Such notice shall contain a concise statement of the alleged conduct upon which such action is based, and the individual so notified shall be entitled to a hearing before the Board of Directors at the meeting in which such suspension or revocation is to be voted upon.

Section 5. Advertising.

No member of the Pinellas County Estate Planning Council, Inc. shall use his or her membership herein in any form of advertisement or solicitation of business. All membership application forms and all membership renewal forms shall contain the following statement: "I understand that the Articles and By-Laws of the Pinellas County Estate Planning Council, Inc. prohibit the use of a membership in any form for advertising or solicitation of business, and I further understand that such conduct may result in suspension or revocation of my membership."

ARTICLE IV. TERM

The term for which this corporation shall exist shall be perpetual.

ARTICLE V. SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

<u>Name</u>	<u>Address</u>
Gerald A. Youngs	1150 Cleveland Street Clearwater, Florida 34617
Linda S. Griffin	1455 Court Street Clearwater, Florida 34616
Gary A.H. Laursen	1142 Weybridge Lane Dunedin, Florida 34698
Janet Rosenquist	1006 Pinellas Street Clearwater, Florida 34616

ARTICLE VI. MANAGEMENT

The affairs of the corporation are to be managed by a board of directors consisting of not less than nine persons nor more than fifteen persons who shall be elected at the regular meeting of the corporation, held during the month of December of each year, and they shall serve for the ensuing year.

ARTICLE VII. OFFICERS TO SERVE UNTIL NEXT ELECTION

The names of the officers who are to serve for the calendar year 1997 shall be as follows:

<u>Name</u>	<u>Office</u>
Gerald A. Youngs	President
Linda S. Griffin	Vice President
Gary A.H. Laursen	Secretary
Janet Rosenquist	Treasurer

ARTICLE VIII. BY-LAWS

The by-laws of this corporation shall be adopted, amended, or rescinded by a majority vote of the members present at any meeting provided that due notice of the proposed action shall have been given to the membership in writing at least four days before the meeting. Amended and restated articles were adopted by a majority vote of all members present on October 27, 1997, and the number of votes cast was sufficient for approval.

ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of this corporation may be amended by resolution acted favorably upon by a majority of the members present and voting at any regular meeting. Notice of the purpose of said meeting shall have been previously given in writing to the membership. Provided, however, that the proposed resolution shall have been discussed at the preceding regular meeting, and provided further that a copy of the proposed resolution shall have been furnished each member of the corporation as soon as is practical after said discussion. Such amendment shall become effective after it has been filed with and approved by the Secretary of State of Florida as provided by law.

ARTICLE X. DUES

The amount of the annual dues of this corporation shall be set by the Board of Directors from time to time, and shall be payable on or before the January 1 of the year for which the dues are assessed.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation on the 27th day of October, 1997, for the use and for the purpose herein set forth.

PINELLAS COUNTY ESTATE PLANNING COUNCIL, INC.

Gerald A. Youngs (SEAL)
Gerald A. Youngs, President

Linda S. Griffin (SEAL)
Linda S. Griffin, Vice President

Gary A.H. Laursen (SEAL)
Gary A.H. Laursen, Secretary

Janet Rosenquist (SEAL)
Janet Rosenquist, Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

Subscribed, acknowledged and sworn to before me this 27th day of October, 1997, by Gerald A. Youngs, who did take an oath and is personally known to me.

Nancy Jorge (SEAL)
Notary Public
Nancy Jorge
Print Notary Public Name

NOTARY SEAL, NUMBER,
EXPIRATION DATE, ETC:

NANCY JORGE
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. MAY 31, 1998
COMM. #CC376992

STATE OF FLORIDA
COUNTY OF PINELLAS

Subscribed, acknowledged and sworn to before me this 27th day
of October, 1997, by Linda S. Griffin, who did take an oath
and is personally known to me.

Nancy Jorge (SEAL)
Notary Public

NOTARY SEAL, NUMBER,
EXPIRATION DATE, ETC:

Nancy Jorge
Print Notary Public Name

NANCY JORGE
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. MAY 31, 1998
COMM. #CC376992

STATE OF FLORIDA
COUNTY OF PINELLAS

Subscribed, acknowledged and sworn to before me this 27th day
of October, 1997, by Gary A.H. Laursen, who did take an oath
and is personally known to me.

Nancy Jorge (SEAL)
Notary Public

NOTARY SEAL, NUMBER,
EXPIRATION DATE, ETC:

Nancy Jorge
Print Notary Public Name

NANCY JORGE
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. MAY 31, 1998
COMM. #CC376992

STATE OF FLORIDA
COUNTY OF PINELLAS

Subscribed, acknowledged and sworn to before me this 27th day
of October, 1997, by Janet Rosenquist, who did take an oath
and is personally known to me.

Nancy Jorge (SEAL)
Notary Public

NOTARY SEAL, NUMBER,
EXPIRATION DATE, ETC:

Nancy Jorge
Print Notary Public Name

NANCY JORGE
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. MAY 31, 1998
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