

* NOTE: This sample Amended and Restated Charter (“Charter”) and the provisions contained therein is simply a sample document for illustrative purposes and is not a recommendation of the Florida Federation of Fairs and Livestock Shows, Inc., its officers, Board of Directors, agents, or employees. As each Fair and circumstance is unique, do not incorporate or implement the Charter, or any of the provisions, without first having your attorney and accountant review it. Your use of the Charter is at your own risk. NEITHER THE FLORIDA FEDERATION OF FAIRS AND LIVESTOCK SHOWS, INC., NOR ITS OFFICERS, BOARD OF DIRECTORS, AGENTS, OR EMPLOYEES SHALL BE LIABLE TO YOU OR ANYONE ELSE FOR ANY LOSS OR INJURY, OR ANY DIRECT, INDIRECT, INCIDENTAL, CONSEQUENTIAL, PUNITIVE OR SIMILAR DAMAGES ARISING OUT OF YOUR USE OR IMPLEMENTATION OF THE CHARTER. YOU HEREBY WAIVE ANY AND ALL CLAIMS AGAINST THE FLORIDA FEDERATION OF FAIRS AND LIVESTOCK SHOWS, INC., ITS OFFICERS, BOARD OF DIRECTORS, AGENTS AND EMPLOYEES FOR YOUR USE AND/OR IMPLEMENTATION OF THE CHARTER.

AMENDED AND RESTATED CHARTER

OF

Pursuant to the provisions of law and its Original and Amended Charter, the undersigned fair association restates and amends its Charter as follows:

ARTICLE I

NAME

The name of this fair association shall be: _____, Inc. ("Association", "Fair Association", or "Corporation") with its principal address at: _____.

ARTICLE II

ENABLING LAW

This Fair Association is organized and incorporated pursuant to Chapter 616, Florida Statutes, as a fair association not-for-profit.

ARTICLE III

ACKNOWLEDGEMENT OF CAPITAL

There has been provided for the purposes of this Association property, money, and other available assets in value exceeding \$5,000 and this Association intends in good

faith to carry out the purposes and objects set forth in this Amended and Restated Charter.

ARTICLE IV

PURPOSE

The purposes for which this Association is organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder, whose sole purpose is to plan, promote, develop, construct, operate, and maintain a public fair and exposition facility in the vicinity of _____ County, Florida, for the benefit and development of the educational, agricultural, horticultural, livestock, charitable, historical, civic, cultural, scientific and other resources of the state, _____ County, and communities, which shall include, but not be limited to, on site agricultural and educational expositions, education programs, lectures, films, concerts, agricultural and other competitions, and an assortment of similar public events throughout the year, and undertaking other related functions, on site or elsewhere, for the benefit of students, 4-H members, teachers, and the general public. It is the intention of the Association not to be competitive with any other fair association incorporated under Chapter 616 and the Association shall not conduct its fair on dates held by another fair association, as provided for in Section 616.15 of the Florida Statutes, if located within 50 miles of it.

ARTICLE V

POWERS

The Association shall be empowered to:

1. Hold, conduct, and operate public fairs and expositions and for such purpose to buy, lease, acquire, and occupy lands, erect buildings, and improvements of all kinds thereon and develop those lands, buildings, and improvements;
2. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;
3. Sell, mortgage, lease, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Association's Board of _____, will promote the purposes of the Association, and, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this

Charter, the Bylaws of the Association, or any other law applicable thereto;

4. Conduct lectures and all kinds of demonstration work in connection with or for the improvement of agriculture, horticulture, stock raising and poultry raising, and all kinds of farming and matters connected therewith, and to hold exhibits of agricultural and horticultural products and livestock, chickens, and other domestic animals, and to give certificates or diplomas of excellence, and to promote the progress of the geographical area it represents and serves and stimulate public interest in the advantages and development of that area by providing facilities for agricultural and industrial exhibitions, public gatherings, cultural activities, and other functions which the Association determines will enhance the educational, physical, economic, and cultural interests of the public, and generally to do, perform, and carry out all matters, acts and business usual or proper in connection with public fairs and expositions;

5. Receive income from various sources, including fees, donations, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Association, and to determine the best use of those receipts through preparation of an annual budget, approved by the Board of _____ with the advice and guidance of a Certified Public Accountant and other professionals as warranted;

6. Contract for the operation or management of any part of the facility;

7. Contract for the operation of concessions, games and rides on the fairgrounds or, at the Board of _____ discretion, operate such concessions, games and rides as they deem desirable;

8. Advertise and promote within or without the State the activities of the Association;

9. Exercise any and all powers conferred upon corporations and fair associations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Association is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth;

10. To the extent permitted by law, exercise its rights, powers, and privileges by holding meetings of its members and the Board of _____ and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;

11. Alone, or in cooperation with other persons or organizations, to do any and all

lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Association, provided, however, that the Association may not exercise any power, either expressed or implied, in such a manner as would disqualify the Association from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code;

12. Notwithstanding the powers and purposes enumerated in this Charter, the Association shall comply with all the statutory provisions governing Public Fairs and Expositions, and the Association shall be restricted as follows: no part of the net earnings of the Association shall inure to the benefit of any Board member, member of the Association, officer, or other associate or representative of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share in the distribution of the Association's assets upon dissolution of the Association, nor shall a substantial part of the Association's activities be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

13. Other provisions of this Charter notwithstanding, this Association shall not carry on any other activities not permitted to be undertaken by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law.

ARTICLE VI

TERM

The period of the duration of this Association is perpetual, unless dissolved according to law.

ARTICLE VII

INCORPORATORS

The name and residence of the original subscribers to the Charter are as fully set forth in said Charter which provision is incorporated herein by reference, or is as set forth herein.

RECOMMENDATION: Because §616.01(5), Fla. Stat., requires identification of the

names and addresses of the subscribers, the names and addresses must be specifically stated in the charter. It is recommended that either the amendment not be a complete restatement of the Charter; or, if the intent is for a complete restatement, then the names and addresses of the subscribers must be re-identified in some fashion giving attention to the express language of the statute. For example, rather than incorporate by reference, the original “incorporators’ provision” with effective date may be restated in its entirety in the restated charter.

ARTICLE VIII

QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership are as follows:_____ . Notwithstanding anything contained herein or the previous Charter to the contrary, any and all members of the Association at the time of adoption of this Amended and Restated Charter shall continue as members until the next annual meeting, or their resignation or death, whichever shall first occur, at which time the membership shall terminate. However, nothing herein shall be construed as to disallow a previous member from serving as a new member, provided they meet the qualifications and are duly elected to such position.

ARTICLE IX

MANAGEMENT OF CORPORATE AFFAIRS:

- A. **Generally:** The Board of _____ shall have full, absolute and complete authority to manage the affairs of the Corporation. The Officers of the Corporation shall be elected only from the members of the Board of _____. The election of _____, Officers, and members shall be held once per year at the annual meeting of the Association, to be held _____ each year, or at such other time as designated by the Board of _____ from time to time.
- B. **Board of _____:** The powers of this Association shall be exercised, its properties controlled, and its affairs conducted solely by the Board of _____, all of whom shall reside, in _____ County. The names and addresses of persons constituting the initial Board of _____, and the Officers of the Corporation, who are to act in that capacity until expiration of their term as stated below, are: _____.

C. Employment of Staff: The Board of _____ may retain staff for the purpose of conducting day-to-day management and supervision of Association affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the Bylaws.

ARTICLE X

REGISTERED OFFICE AND AGENT

The name of this Association's registered agent, and the address of the registered office, in the State of Florida, is as filed with the Florida Secretary of State.

ARTICLE XI

BYLAWS

The Bylaws of the Association may be amended in whole, or in part, by _____. Any amendment to the Bylaws shall be binding on all members of this Association.

ARTICLE XII

AMENDMENT OF CHARTER

Amendments of this Charter may be proposed by _____ of the members of the Board of _____ and presented to a quorum of the Board of _____ for their vote; amendments may be adopted by a majority vote of the Board of _____ of the Association.

ARTICLE XIII

DISSOLUTION

The Association may dissolve its Charter by resolution of no less than two-thirds of the members of its Board of _____. The resolution and proposal for distribution of its assets shall be submitted to the Department of Agriculture and Consumer Services ("Department") for approval. Upon approval and upon publication of notice of dissolution and proof that all indebtedness of the Association has been paid and that there are no outstanding or pending claims, the resolution and articles of dissolution shall be presented to the Circuit Court in and for _____ County, Florida for entry of a decree of dissolution and order of distribution of remaining assets.

Subject to the Department's and Circuit Court's approval, and the requirements of Chapter 616, Florida Statutes, the residual assets of the Association will be distributed, by

resolution of the Board of _____, to one or more organizations of the type described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws and state laws, or as provided in Chapter 616, for exclusive public purposes and use.

ARTICLE XIV

INDEBTEDNESS

The highest amount of indebtedness or liability to which this Association at any time may subject itself, shall not exceed \$_____, except that the Association may also subject itself to specific bonded and mortgage indebtedness, in addition to and without regard to its limit of indebtedness as stated hereinabove, provided that such indebtedness is approved by no less than two-thirds of the members of the Board of _____.

ARTICLE XV

NONDISCRIMINATION

No person shall be denied membership, association with, or participation in the programs of, or other involvement with the business and services of the Association on the basis of race, creed, national origin, age, sex, handicap, or religion. This principle shall be reflected in the Bylaws, and in the policies and programs subsequently enacted by the Board of _____.

ARTICLE XVI

INDEMNIFICATION

The Association shall indemnify its _____, Officers, members, employees and agents in accordance with provisions in the Bylaws.

This Amended and Restated Charter has been duly adopted by the members of the Association at a meeting of the members on the _____ day of _____, _____, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, we hereby set our hands and seals this ____ day of _____, _____.

ATTEST:

By: _____
_____, President

_____, Corp. Sec.

STATE OF FLORIDA
COUNTY OF _____

Before me, the undersigned authority, personally appeared _____
and _____, who are [] personally known to me or [] who have
provided _____ as identification and who being duly sworn, acknowledged to
me that they are the President and Secretary, respectively, of the
_____ and the persons who executed the foregoing Amended and
Restated Charter, and that they executed the same for
the purposes therein expressed.

Acknowledged before me this ____ day of _____, _____.

Notary Public - State of Florida