

708538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

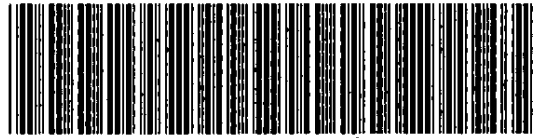
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000171978640

03/15/10--01030--001 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR -7 PM 2:04

Amend
C.COULLETTE

APR 07 2010

EXAMINER

PETER B. ZELL
1004 East Gulf Drive
Sanibel, FL 33957
Tel: 272-395-2122
Email: pbzell@aol.com

3/11/10

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

TO WHOM IT MAY CONCERN:

Please find enclosed Amended Articles of Incorporation for the Art Council of Southwest Florida.²⁴

Please send me certified copies of the filed document showing the filed stamp. Enclosed are checks for \$35 filing fee and \$8.75 for certified copy.

Very truly yours,


Peter B. Zell

Peter Zell
1004 E. GULF DR
SARASOTA, FL 33957
tel 239 395 2122
email pbzell@aol.com

DIVISION OF CORPORATIONS
FLORIDA DEPT OF STATE
PO BOX 6327
TALLAHASSEE FL 32314

ATTN: CHERYL COULLETTE
RE: LETTER # 610A00006467

DEAR CHERYL,

ENCLOSED ARE ① ORIGINAL 2^d AMENDED ARTICLES WITH
CORRECTIONS AND ADDITIONS YOU REQUESTED. ② ALSO, ENCLOSED
IS YOUR LETTER.

FINALLY ③ I ENCLOSED COPY OF THE ARTICLES TO BE COMPLETED
& RETURNED TO ME

THANKS
PETER ZELL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2010

PETER B. ZELL
1004 EAST GULF DR
SANIBEL, FL 33957

SUBJECT: ART COUNCIL OF SOUTHWEST FLORIDA, INC.
Ref. Number: 708538

We have received your document for ART COUNCIL OF SOUTHWEST FLORIDA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You need to remove the verbage saying "To the officers and Delegates" from your amendment filing.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 610A00006467

2nd AMENDED ARTICLES OF INCORPORATION
OF
ART COUNCIL OF SOUTHWEST FLORIDA, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a non-profit corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not for profit.

ARTICLE I

The name of the corporation shall be ART COUNCIL OF SOUTHWEST FLORIDA, INC.

ARTICLE II

The principal place of business of the corporation shall be in Fort Myers, Lee
14155 Bokeelia Road, Bokeelia, Bokeelia, FL 33945
Mailing address: P.O. Box 234, Pineland, FL 33945

ARTICLE III

The general practice of its business and the objects and purposes proposed to be transacted and carried on shall be: The education of private individuals and artists, including but not limited to the following: (1) Providing and coordinating exhibition and art-related activities of various art leagues and art clubs composing the ART COUNCIL OF

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
10 APR -7 PM 2:04

SOUTHWEST FLORIDA; (2) The exchange of ideas and promotion and appreciation of art, by and for the public interest and the membership of the corporation's member leagues, through actual exhibitions, coordination of member leagues activities, and regular art demonstrations workshops, classes, art lectures, and internet activities.

ARTICLE IV

The qualification and members in the manner of their admission shall be determined by the Board of Directors and set out in the by-laws and policy of this organization.

ARTICLE V

The non-profits corporation shall have perpetual existence.

ARTICLE VI

The names and addresses of the original subscribers forming this corporation, not for profit, as set out above, are as follows:

MARJORIE CRANE
3027 Calvin Boulevard
Fort Myers, Florida

MIMI ROMIG
Coconut Drive
Fort Myers, Florida

BETTY ANDERSON
1601 Lee Avenue
Lehigh Acres, Florida

DANIEL J. GRUBB
1004 E. Jersey Road
Lehigh Acres, Florida

The government and affairs of the corporation shall be vested in a Board of Directors of not less than three (3) and not more than twenty five (25), who shall be nominated and elected from the membership of the corporation in the manner prescribed in the by-laws.

ARTICLE VII

The names and post office addresses of the present Board of Directors of this Corporation who shall hold office until their successors are chosen and are duly qualified shall be:

President, Phyllis Dowd, 14155 Bokeelia Road, P.O. Box 234, Pineland, FL 33945
Vice President, Joan Klutch, 2454 Harbour Sanibel, FL 33957
Treasurer, Sharon Traylor, 2849 Sanibel Blvd. St. James City, FL 33922
Recording Secretary, Victoria Werner, 14043 Bokeelia Road, Bokeelia, FL 33922
Corresponding Secretary, Marjorie Ewell, 3316 SE 22 PlaceCape Coral, FL 33904

ARTICLE VIII

The following named persons shall act as officers of the corporation until such time as their successors have been elected and duly qualified:

President, Phyllis Dowd
Recording Secretary, Victoria Werner
Corresponding Secretary, Marjorie Ewell

ARTICLE IX

The by-laws of the corporation are to be made and shall be effective immediately following adoption, by a majority vote of the members of the corporation present at a meeting called for that purpose, and when adopted shall supersede all previous by-laws and amendments enforced prior to that time. The by-laws and the articles of incorporation may be altered or amended by a majority vote of members in good standing in attendance at any regular meeting or meeting called especially for that purpose, provided that such proposed amendments or by-laws shall be plainly stated in the call for such meeting, at which time amendments or by-laws are to be considered and due notice must be given to every member by written notice at least five (5) days prior to time of said meeting.

ARTICLE X

a. The Art Council of Southwest Florida is organized exclusively for charitable, religious, educational, including, for such purposes, as the making of distributions that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall carry on any other activities not permitted to be carried on (a) by the organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section of 501(c)(3) of The Internal Revenue Tax Code, or any future federal tax code, or shall be distributed to the federal government, or the state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we the undersigned have hereunto set our hands and seals this 10 day of March, 2010.

Phyllis S. David

Vicky J. Werner

Margorie A. Ewell

STATE OF FLORIDA)
)
 Collier)
COUNTY OF LEE)

I HEREBY CERTIFY that on this day before me, a Notary Public of the State of

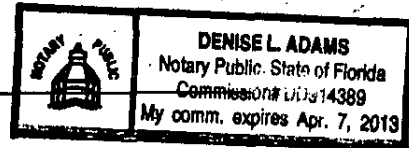
Florida, duly authorized to take acknowledgements, personally appeared, **FILL IN**
Phyllis S. David, Vicky J. Werner + Margorie A. Ewell
all to me known to be the persons described herein and who executed the foregoing

Articles of Incorporation and acknowledged before me that they subscribed to the said
Articles of Incorporation.

WITNESS my hand and official seal at Collier County, Florida this 10 day of
March, 2010

Denise L. Adams
Notary Public

My Commission expires:



CERTIFICATE OF
2nd AMENDMENT OF ARTICLES OF INCORPORATION
OF
THE ART COUNCIL OF SOUTHWEST FLORIDA

WE HEREBY CERTIFY THAT the attached amendments to the Articles of Incorporation of the Art Council of Southwest Florida, as shown in the attached Second Amended Articles, were passed by the members of the said art council in accordance with the necessary majority of affirmative votes to pass amendments as required, and, that as a result thereof, and proper notice having been given, said amendments have been duly adopted at the general meeting of the Art Council of Southwest Florida on March 10, 2010. IN WITNESS WHEREOF, we have hereunto affixed our hands this 2 day of April, 2010.

BY: <u>Phyllis J. Dowd</u>	ART COUNCIL OF SOUTHWEST FLORIDA
Witness: <u>Carrie Sterner</u>	PRINT NAME: <u>Phyllis J. Dowd</u>
Witness: <u>Sheryl Mihalides</u>	PRINT NAME: <u>Carrie Sterner</u>
	PRINT NAME: <u>SHERYL MIHAELIDES</u>

STATE OF FLORIDA
SS
COUNTY OF LEE

The foregoing instrument was acknowledged before me on 4/2 2010, by Phyllis S Dowd, whose title is President on behalf of the Art Council of Southwest Florida. He/She is personally known to me or has produced Florida's driver's license identification and did not take an oath.

Witness my hand and official seal on April 2, 2010, in Lee County, Florida.

[Signature]
Signature of Notary Public

My commission expires: 5/11/2010

