

710183

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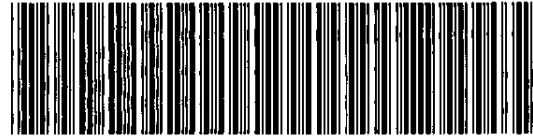
(Business Entity Name)

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TALLAHASSEE, FLORIDA

And *ec
8/4/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gem and Mineral Society of the Palm Beaches, Inc.

DOCUMENT NUMBER: 710183

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

Please return all correspondence concerning this matter to the following:

Barbara Ringhiser

(Name of Contact Person)

Gem & Mineral Society of the Palm Beaches, Inc.

(Firm/ Company)

PO Box 18095

(Address)

West Palm Beach, FL 33416-8095

(City/ State and Zip Code)

bar5678@aol.com

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

For further information concerning this matter, please call:

Barbara Ringhiser

(Name of Contact Person)

at (561) 588-5485

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2011

BARBARA RINGHISER
P.O. BOX 18095
WEST PALM BCH, FL 33416-8095

SUBJECT: GEM AND MINERAL SOCIETY OF THE PALM BEACHES , INC.
Ref. Number: 710183

We have received your document for GEM AND MINERAL SOCIETY OF THE PALM BEACHES , INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name of the entity must be identical throughout the document.

Bylaws are not filed with this office. Please retain them for your records.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 311A00017442

I Am A Board member AS NEWSLETTER EDITOR

SEE ARTICLE VII(A)

RECEIVED
11 AUG -3 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Gem and Mineral Society of the Palm Beaches, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

710183

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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DATE 11/11/01 BY 612

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: 05/19/2011

(date of adoption is required)

Effective date if applicable: 05/19/2011

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

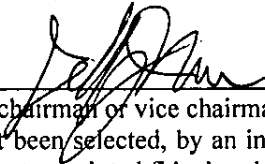
☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/19/2011

8/1/2011

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jeffrey Ursillo

(Typed or printed name of person signing)

Past President, Chairman Bylaws committee, NEWSLETTER EDITOR

(Title of person signing)

AMENDED ARTICLES OF INCORPORATION OF THE
GEM AND MINERAL SOCIETY OF THE PALM BEACHES, INC.

Revised 07/2008, 10/2000 and 5/2011

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

The term "Executive Committee" shall mean the governing body of the corporation, and may be construed in any place where the term "Board of Officers" or "Board of Directors" appears.

ARTICLE I

NAME

The name of the corporation shall be GEM AND MINERAL SOCIETY OF THE PALM BEACHES, INC., and it shall maintain its office in Palm Beach County, Florida.

ARTICLE II

PURPOSE:

The general purpose of this corporation shall be:

- (a) To associate persons of the Palm Beach area of Florida, who are interested in natural Earth science, to work together as an organization in the gathering, cutting, displaying, and studying of rocks, shells, artifacts and any kind of scientific Earth Science objects of interest to the individual and the organization, and to promote community interest in these subjects.
- (b) To affiliate with various Federations of Mineralogical and Lapidary Societies in order to exchange knowledge and purpose and to exhibit specimens of their work and their collections either as individuals or as a group in regional and national competition.
- (c) To have an annual show for members and clubs affiliated with the American Federation of Mineralogical Societies in which they may publicly exhibit their displays.
- (d) To promote some project or projects related to their interest in earth science as a public service, such as providing displays, speakers, instructors, etc., to schools or other groups where they will serve to enlighten and instruct, as well as amuse.
- (e) **Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code..**

- (f) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERSHIP:

The term Member or member in good standing includes any person who has fulfilled the requirements for membership in said organization, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with lawful provisions of the constitution and bylaws of such organization.

(a) Any person who is willing to take an active part in the activities of the corporation, to exhibit or display in the annual show, to serve on a committee or other club project, and to subscribe to the by-laws, is eligible for membership.

(b) Any person may become a member by:

1- Submitting an application accompanied by the dues and or initiation fee as set forth in the by-laws.

2- Being recommended by a member of this corporation, and

3- Receiving a vote of acceptance at a meeting of the Executive Committee.

(c) (b) Any person eighteen (18) years of age or over, and claiming an interest in rocks, minerals and / or the lapidary and jewelry crafts may become a member of the Gem and Mineral Society of the Palm Beaches, Inc., by submitting an official application form properly filled in and signed by the applicant, and counter-signed by a member of good standing.

d) (c) Any person under eighteen (18) years of age shall be considered a Junior Member with the privilege of attending meetings without voice voting privileges, by submitting an official application form properly filled in and signed by the parent or guardian and countersigned by a member of good standing.

(d) Any member whose attitude or conduct is considered detrimental to the welfare of the club or its individual members may have their membership terminated by a majority vote of the Board of Directors. Termination is effective immediately upon said vote of the Board. The terminated member shall be notified in writing by the Board and given 30 days in which to appear before the Board to petition for reinstatement.

ARTICLE IV

Italic underlined text denotes deleted text

Bold Underlined text denotes new text

TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS: The names and addresses of those subscribing to these Articles of Incorporation are:

Hykel N. Sarkes	- President	1771 Highland Dr. Juno, FL
James R. Daly	- 1st Vice President	141 Wenonah FL West Palm Beach, FL.
Hector Petretti	- 2nd Vice President	1205 Crestwood Blvd. Lake Worth, FL
Albert B. Byer	- Treasurer	522 54th St. West Palm Beach FL
Paul A. Dreher	- Chairman	290 Queen Ct West Palm Beach FL
John Sewell		336 Pine St. West Palm Beach FL
Stephen Sewell		336 Pine St. West Palm Beach FL

ARTICLE VI

OFFICERS:

The names of the officers who shall serve until the first election are as follows:

President	- Hykel N. Sarkes
1st Vice President	- James R. Daly
2nd Vice President	- Hector R. Petretti
Secretary	- Eleanor Pfaff
Treasurer	- Albert E. Byer

ARTICLE VII

MANAGEMENT OF THE CORPORATION:

The affairs of this corporation shall be managed by the Executive Committee which shall be the policy making body of the corporation.

(a) The Executive Committee shall consist of no more than ~~eleven (11)~~ **nine (9)** members, five (5) of said members shall be the current officers, and the balance shall be the three (3) most recent active past presidents, the current show chairman, the current membership chairman and

the editor of the Rockhound Newsletter. The positions of Show Chairman, Membership Secretary and Newsletter Editor are appointed by the Board and serve at the Board's discretion.

(b) The duties of the Executive Committee shall be to transact necessary business between regular meetings of the corporation, approve plans of work committees and officers, authorize budgets and payments of funds, and submit reports of all of its activities to the membership.

(c) Regular meetings of the Executive Committee shall be held each month not less than eight (8) days before the regular business meeting of the corporation. Special meetings may be held if called by the President, or by a majority of the members of the Executive Committee.

(d) A simple majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.

(e) The term "Executive Committee" shall mean the governing body of the corporation, and may be construed in any place where the term "Board of Officers" or "Board of Directors" appears. (Moved to Page 1)

ARTICLE VIII

ELECTION OF OFFICERS:

(a) The **elected** officers of this corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.

(b) Election shall be by ballot if there is more than one nominee for an office. If there is only one nominee for any office, it shall be in order to move and second that the SECRETARY cast the elective ballot of the corporation for the nominee. Only paid up members **in good standing** may vote in the election.

(c) The Nominating Committee shall be 3 members in good standing (active for at least 2 years). They shall present a slate of prospective officers at the October regular meeting after having ascertained their willingness to serve, if elected. Their report shall be printed in the following November and December newsletters. Nominations may also be made from the floor at the November and December meeting. The Committee's report in the December Newsletter is to include any nominations made from the floor in November.

(d) Elections shall be held annually during the regular business meeting in December and **officers** shall assume their offices at the Executive Committee meeting in January. The officers-elect shall meet with the retiring officers, not later than two (2) weeks after the election to receive the books, materials and equipment of the corporation, and to make arrangements to assume their duties at the meeting in January.

e) Elections shall be conducted according to the procedures outlined in Robert's Rules of Order. The President shall appoint three Tellers to conduct the election. Current members of the Executive Committee, the Nominating Committee and persons on the ballot shall not

be eligible to serve as Tellers. The Tellers shall distribute, collect and count the ballots. After all ballots are received, the meeting will recess until the votes are counted. One Teller shall read the ballots aloud and the other two Tellers shall each keep separate tallies. If the tallies are not equal, then the Tellers shall conduct a recount. If a ballot is marked in a questionable way, the tellers shall present the ballot to the President who will describe the questionable ballot to the membership, and a vote of the membership shall be taken to determine if the ballot should be counted and to whom to give credit for the vote. When the tally is completed, the Tellers shall present the results in writing to the President who will then read aloud to the membership the results of the tally. These results shall include the number of votes cast, the number of ineligible ballots, the name of each candidate, the number of votes each candidate received, and which candidates won the election. The results of the vote shall be entered into the minutes of the meeting. The ballots shall be kept for a minimum of 6 months, and all challenges to the results shall follow the procedures outlined in Robert's Rules of Order.

(e) (f) _____ Vacancies in any office shall be filled by appointment of the Executive Committee, and said appointee shall continue in that office until the next regular election of officers.

ARTICLE IX

DUTIES OF THE OFFICERS: EXECUTIVE COMMITTEE:

PRESIDENT

- 1- The President shall preside at all the regular business meetings of the corporation and of the Executive Committee.
- 2- be a member ex-officio of all committees, except the Nominating Committee.
- 3- authorized to countersign all checks.
- 4- Appoint the chairman of all committees, except the Executive Committee.
- 5- Perform all duties usually pertaining to the office.
- 6- The President may succeed himself for one (1) term serve six (6) terms in a lifetime, but only two (2) consecutive terms at any time.

1st VICE PRESIDENT and 2nd VICE PRESIDENT:

The Vice Presidents shall serve as aides to the President, and perform the duties of the President in the event of his absence or inability to serve, according to their order. As aides to the President, the Vice Presidents shall perform such other duties as may be directed by the President or the Executive Committee. In addition to the above duties, the 2nd Vice President shall serve as the Society's Program Chairman.

SECRETARY:

- 1- The Secretary shall keep an accurate record of the proceedings of the regular business meetings of the corporation, special meetings, and all meetings of the Executive Committee, except field trips.
- 2- The Secretary shall attend to all communications pertaining to the business of the corporation.
- 3- Keep members informed of all correspondence written or received.
- 4- Keep an accurate roster of the membership. (moved to MEMBERSHIP SECRETARY)
- 5- 4- Notify members of their appointment to committees and notify members of the Executive Committee of the meetings of said committee.
- 6- 5- The Secretary shall perform such other duties as may be directed by the Executive Committee.

TREASURER:

- 1- The Treasurer shall receive all monies of the corporation and disburse funds authorized by the Executive Committee.
- 2- Keep an accurate account of the receipts and expenditures, **and shall be authorized to counter sign checks along with the President and/or the most recent active Past President.**
- 3- Make a treasurer's report at each **Executive Committee meeting and** regular business meeting, and at any other time when requested to do so by the Executive Committee, **either in person or by written report.**
- 4- The Treasurer shall make an annual fiscal report at the January business meeting of the corporation.
- 5- An **independent** Auditor or Auditing Committee shall examine the Treasurer's accounts **every two (2) years or when a new Treasurer is elected.** If said Auditor or Committee is satisfied that the Treasurer's report is correct, a statement of the fact shall be attached to said report.
- 6- **The treasurer shall prepare or arrange to have prepared by an outside accountant prepare any State or Federal Tax forms for filing, if within budgetary constraints, as approved by the Board of Directors.**

MEMBERSHIP SECRETARY:

- 1- shall be responsible for maintaining an accurate roster of the membership.**
- 2- shall be responsible for collecting dues monies from current and prospective members and forwarding same to the Treasurer**
- 3- shall be responsible for reporting to the Board of Directors at the monthly Board meeting all new membership applications.**

NEWSLETTER EDITOR:

- 1- shall be responsible for publishing and mailing twelve (12) newsletters per year.**
- 2- shall also be responsible for the publication of any special publications as deemed necessary by the Executive Committee**

SHOW CHAIRMAN:

- 1- shall be responsible for overseeing the organization of the Society's annual show, keeping accurate records of income and expenditures, and submitting a written report to the Board at its January meeting**

ARTICLE X:

MEETINGS:

- (a) Regular business meetings of the corporation shall be held on the third Thursday of each month, **except during JUNE, JULY, and AUGUST, except for December which will be the 2nd-Thursday,** unless otherwise designated by the Executive Committee, provided that not less than five (5) days notice shall have been given to all members of any change of the existing time, place, or date.

- (b) *In the event of any change of* **If the published** time, place or date of meeting *shall be of changes for an* indefinite duration, the Secretary of the corporation shall notify the secretary of the **Southeastern and** Eastern Federations within thirty (30) days.
- (c) Twenty percent (20%) of the total members last reported to the **Southeastern and** Eastern Federations *of Mineralogical and Lapidary Societies* shall constitute a Quorum at a meeting, and are authorized to conduct the business affairs of the corporation.

ARTICLE XI

BY-LAWS:

The by-laws of the corporation are to be made, altered, or rescinded by two thirds (2/3) of the total membership of the corporation, either present at any regular meeting or by proxy vote, provided that the Executive Committee has previously considered and approved the same, provided further that no vote shall be taken unless written notice shall have been mailed or delivered to each member of the corporation by use of the corporation bulletin or otherwise, at least two (2) weeks prior to the meeting at which the vote is to be taken. Said notice is to contain *a brief* **the** text of the proposed by-law, alteration or rescission thereof. Failure to mail or deliver such notice to all members shall not invalidate any action of the corporation provided a bona fide effort was made to communicate with each member. Mailing of such notice to the last known address or delivery to the member at a regular meeting shall constitute communication.

STANDING RULES:

The Executive committee shall form a set of standing rules, which will cover procedural instructions for officers and committee chairs. As per Robert's Rules of Order, these rules may be amended at any time by a simple majority attending any meeting and without advance notice. No changes made to the standing rules may supercede the society's Articles of Incorporation, By-Laws, or Robert's Rules of Order. The Standing rules should be published once per year in the Society's Newsletter, in the Membership Roster, and as an addendum to the By-Laws and Articles of Incorporation, or whenever changes are made.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION:

These Articles of Incorporation may be amended in the following manner;

By a two thirds (2/3) vote of the membership of this corporation present and voting at any meeting, provided that at least two weeks (2) prior to the meeting on which the amendment shall be voted on, there has been mailed or delivered to each member of the corporation by the use of the corporation bulletin or otherwise in writing, a notice setting out the proposed amendment or addition to the Articles of Incorporation as well as the original article to be amended.

ARTICLE XIII RULES OF ORDER:

(a) Roberts Rules of Order shall govern the deliberative meetings of the corporation.

Witness the hands and seals of the incorporators in Palm Beach County, Florida, this 7th day of January, 1966.

Hykel N. Sarkes	President
James B. Daly	1st Vice President
Hector Petretti	2nd Vice President
Eleanor J. Pfaff	Secretary
Albert E. Byer	Treasurer
Paul A. Dreher	Chairman
John Sewell	
Stephen Sewell	

STATE OF FLORIDA COUNTY OF PALM BEACH:

Personally appeared before me the undersigned Notary Public, in and for said County and State;

Hykel N. Sarkes	President
James R. Daly	1st Vice President
Hector Petretti	2nd Vice President
Eleanor J. Pfaff	Secretary
Albert E. Byer	Treasurer
Paul A. Dreher	Chairman
John Sewell	

Stephen Sewell to me well known to be the subscribers to the foregoing Articles of Incorporation of the Gem and Mineral Society of the Palm Beaches, Inc., who being by me first duly sworn acknowledged that they signed the same for the purpose therein expressed.

Witnessed my hand and official seal in said
County and State this 7th day of January 1966

Hazel M. French Notary Public
My Commission Expires Sept 29, 1966

Revised 04/03
Committee:
Barbara Ringhiser
Ron Reid
Jeff Ursillo, Chairman

Revised 07/08
Committee:
Barbara Ringhiser
Michelle Renné

Italic underlined text denotes deleted text,
Bold Underlined text denotes new text

Jeff Ursillo, Chairman