

710183

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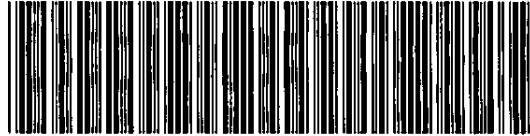
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DIVISION OF CORPORATIONS
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C.L.
4-10-15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gem & 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:

Jeanette Wright
(Name of Contact Person)

(same)
(Firm/ Company)

4576 Weahatt Rd
(Address)

Lake Worth, FL. 33463
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Jeanette Wright at (561) 634-1427
(Name of Contact Person) (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

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GEM AND MINERAL SOCIETY OF THE PALM BEACHES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

710183

The undersigned, for the purpose of amending and restating the Articles of Incorporation, as restated and amended, of Gem and Mineral Society of the Palm Beaches, Inc., a Florida not for profit corporation (the "Corporation"), does hereby make, subscribe, adopt, and acknowledge these Articles of Incorporation, as follows:

ARTICLE I

NAME

The name of the Corporation shall be **Gem and Mineral Society of the Palm Beaches, Inc.**

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSES

Gem and Mineral Society of the Palm Beaches, Inc. is organized exclusively for charitable, 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 the corresponding section of any future federal tax code.

The purposes for which the Corporation is dedicated is to the furtherance of:

- (i) conducting educational activities in the lapidary and metal arts, natural Earth Sciences, and to the study and preservation of rocks and minerals,
- (ii) providing equipment, resources, facilities and guidance with the highest level of instruction primarily for educational purposes,
- (iii) promoting projects related to the study of gems, minerals, shells, fossils or other geological artifacts for the public benefit

(iv) engaging in any other lawful activities related to the foregoing purposes, as determined by the Corporation, and engaged in for charitable, educational and scientific purposes.

In furtherance thereof, the Corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Trustees may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific or educational purposes and to engage in any lawful activity for which corporations may be organized under the Florida Not For Profit Corporation Act that are incidental to the foregoing purposes or may be otherwise necessary or appropriate to more fully accomplish the foregoing purposes of the Corporation, and which are not inconsistent with its qualification under IRC § 501(c)(3).

ARTICLE IV

MEMBERSHIP

Gem and Mineral Society of the Palm Beaches, Inc. shall have no members.

ARTICLE V

NON-PROFIT NATURE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation is irrevocably dedicated to and shall be operated exclusively for non-profit purposes and no part of the income or assets of the corporation shall be distributed to, or inure for the benefit of, an individual.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) ☐ Change ☒ Add ☒ Remove	<u>P</u>	<u>Michelle Renne'</u>	<u>6550 Congress Ave</u> <u>Lantana, FL. 33462</u> <u>Barbara Ringhizer</u>
2) ☐ Change ☒ Add ☒ Remove	<u>VPI</u>	<u>Gale Langford</u>	<u>14548 Broken Wing Lane</u> <u>Palm Beach Gardens, FL 33148</u> <u>Kathryn Foster</u>
3) ☐ Change ☒ Add ☒ Remove	<u>S</u>	<u>Dianna Ray</u>	<u>3821 S. 57th Ave</u> <u>Greenacres, FL. 33463</u> <u>Deb Slutsky</u>
4) ☐ Change ☐ Add ☐ Remove	_____	_____	_____
5) ☐ Change ☐ Add ☐ Remove	_____	_____	_____
6) ☐ Change ☐ Add ☐ Remove	_____	_____	_____

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ARTICLE VI
GOVERNING BODY

The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. The Board shall consist of not fewer than three (3) directors. Directors of the Corporation shall be elected or appointed in the manner provided by the Bylaws. The number of directors may be adjusted from time to time by the Board of Directors as provided in the bylaws of the Corporation.

ARTICLE VII
AMENDMENTS

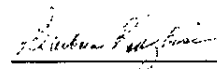
Any amendment(s) to the Articles of Incorporation may be adopted by majority approval of the Board of Directors.

ARTICLE VIII
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers or directors of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the Directors of the Corporation among one or more corporations, trusts, funds, or foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual.

ARTICLE IX
ADOPTION OF AMENDMENT

The foregoing amendment and restatement was adopted by a two thirds (2/3) vote of the membership of this corporation present and voting at a meeting held on December 10, 2014, and the number of votes cast for the amendment was sufficient for approval according to the terms of the Organizations bylaws.



Barbara Ringhiser,
President of the Board