

F14000004809

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 08 2016
A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IRISH ARTS FOUNDATION OF ATLANTA, INCORPORATED
Name of Corporation

DOCUMENT NUMBER: F14000004809

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathleen Cavanagh

Name of Contact Person

IRISH ARTS FOUNDATION

Firm/Company

1312 LOCHBREEZE WAY

Address

ORLANDO, FL 32828

City/State and Zip Code

secretary @ irisharts foundation.org

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

For further information concerning this matter, please call:

Kathleen Cavanagh

Name of Contact Person

at (407) 737-4828

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 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

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F14000004809

(Document Number of Corporation (If known))

1. IRISH ARTS FOUNDATION OF ATLANTA, INCORPORATED
(Name of corporation as it appears on the records of the Department of State)
2. GEORGIA 3. NOVEMBER 10, 2014
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

FILED
16 JAN -4
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SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? NOVEMBER 20, 2015

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. IRISH ARTS FOUNDATION, INC.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Kathleen M. Cavanagh
(Signature of the chairman or vice chairman of the board, president, or other officer -
if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

KATHLEEN CAVANAGH
(Typed or printed name of the person signing)

SECRETARY
(Title of person signing)

**Restated Articles of Incorporation
of Irish Arts Foundation, Inc.**

These Restated Articles of Incorporation were duly adopted by the Board of Directors on March 26, 2015, in accordance with the provisions of the Official Code of Georgia Annotated, 14-3-1005 and any amendments thereto did not require member approval. These Restated Articles of Incorporation supersede the Original Articles of Incorporation and all amendments to them.

The Restated Articles of Incorporation shall be as follows:

Article 1: The name of this Corporation shall be, IRISH ARTS FOUNDATION, INC.

Article 2: The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

Article 3.: Said Corporation will have no capital stock and will not be conducted for pecuniary gain, or profit to anyone, but is organized exclusively for the charitable, educational and literary purposes, under Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, including for such purposes the facilitation and promotion of community awareness of, and exposure to, the traditional Irish performing arts in the Atlanta metropolitan area, the State of Georgia and south east United States.

Article 4: The names and addresses of the persons who are the Board of Directors of the Corporation are as follows:

John Maschinot	243 Carter Ave SE, Atlanta, GA 30317
Gary White	116 2 nd Ave, PO Box 2612, Tybee Island, GA 31328
Kathleen Cavanagh	1312 Lochbreeze Way, Orlando, FL 32828

Article 5: The Corporation shall not have members.

Article 6: The affairs of the Corporation shall be conducted by a Board of Directors.

Article 7: The principal mailing address of the corporation is 116 2nd Ave, PO Box 2612, Tybee Island, GA 31328.

Article 8: Notwithstanding any other provision of these articles, this corporation will not carry any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under sections 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law.

Article 9: Said Corporation is organized exclusively for charitable, educational and literary 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 provision of any future United States Internal Revenue law). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 above. Notwithstanding any other provisions of these articles, the Corporation shall not be 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 any candidate for public office.

Article 10: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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 11. This Corporation shall have perpetual duration.

Article 12. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty or any duty as a Director; provided, however, that this Article shall not eliminate or limit the liability of a Director to the extent provided by applicable law (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. If the Georgia Non-Profit Corporation Code is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of each Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Non-Profit Corporation Code, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendments, repeal or adoption of any inconsistent provision.

In witness whereof, I have here unto subscribed my name this 26th day of March, 2015.

Gary White
Vice President
Irish Arts Foundation, Inc.

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

IRISH ARTS FOUNDATION, INC.

a Domestic Nonprofit Corporation

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number	: 12218955
Date Inc/Auth/Filed	: 09/19/2005
Jurisdiction	: Georgia
Print Date	: 11/20/2015
Form Number	: 211



B. P. Kemp

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

CORPORATIONS DIVISION
237 Coliseum Drive
Macon, Georgia 31217-3858
(404) 656-2817
sos.georgia.gov/corporations

Articles of Amendment of Articles of Incorporation

Article One

The name of the nonprofit corporation ("corporation") is:

Irish Arts Foundation of Atlanta, Inc.

Article Two

The corporation hereby adopts the following amendment to change the name of the corporation. The new name of the corporation is:

Irish Arts Foundation, Inc.

Article Three

The amendment was duly adopted by the following method (choose one statement only):

- ☐ The amendment was adopted by the incorporators pursuant to O.C.G.A. § 14-3-1002.
- ☐ The amendment was adopted by a sufficient vote of the members of the Corporation.
- ☒ The amendment was adopted by the board of directors (choose one additional box below)
- ☐ with member approval.
- ☒ without member approval as member approval was not required.

Article Four

The date of the adoption of the amendment was: March 26, 2015

Article Five

The undersigned does hereby certify that a request for publication of a notice of the filing of articles of amendment to change the corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. §14-3-1005.1.

Article Six

(Check, and if applicable complete, one of the following)

- ☒ The articles of amendment shall be effective upon the filing with the Secretary of State.
- ☐ The articles of amendment shall be effective on: _____ at _____.
- (Date) (Time)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on
June 6, 2015

(Date)

Signature

Gary White
Print Name

Capacity (choose one option only): ☐ Chairperson ☒ Officer ☐ Court-Appointed Fiduciary ☐ Attorney In Fact

Email Address: treasurer@irishartsfoundation.org

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Secretary of State

Corporations Division

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