

NO8000006360

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(City/State/Zip/Phone #)

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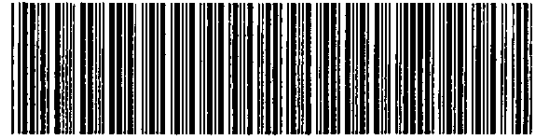
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB 23 P 2:02

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2-23-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: St. Augustine Orchid Society, Inc.

DOCUMENT NUMBER: N08000006360

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

Please return all correspondence concerning this matter to the following:

Lola Stark, Registered Agent

(Name of Contact Person)

St. Augustine Orchid Society, Inc.

(Firm/ Company)

3136 Country Creek Lane

(Address)

St. Augustine, FL 32086

(City/ State and Zip Code)

wgourley@bellsouth.net

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

For further information concerning this matter, please call:

William Gourley

(Name of Contact Person)

at (904) 471-1398

(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

February 9, 2011

LOLA STARK
ST. AUGUSTINE ORCHID SOCIETY, INC.
3136 COUNTY CREEK LANE
ST. AUGUSTINE, FL 32086

SUBJECT: ST. AUGUSTINE ORCHID SOCIETY, INC.
Ref. Number: N08000006360

We have received your document for ST. AUGUSTINE ORCHID SOCIETY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document attached to the Articles of Amendment must be entitled Restated or Amended and Restated Certificate of Incorporation.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 811A00003388

Articles of Amendment
to
Articles of Incorporation
of

St. Augustine Orchid Society, Inc.

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

N08000006360

(Document Number of Corporation (if known))

FILED
2011 FEB 23 P 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

(City)

, Florida

(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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<hr/> <hr/>	<u>see attached list of</u> <hr/>	<hr/> <hr/> <hr/>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<hr/> <hr/>	<u>officers and directors</u> <hr/>	<hr/> <hr/> <hr/>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<hr/> <hr/>	<u>elected in 2011</u> <hr/>	<hr/> <hr/> <hr/>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Replace the contents of Article IV. Manner of Election with:

Elections shall be conducted as specified in the St. Augustine Orchid Society Bylaws.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
ST. AUGUSTINE ORCHID SOCIETY, INC.
A NOT FOR PROFIT CORPORATION
February 1, 2011**

ARTICLE I: NAME

The name of this corporation shall be ST. AUGUSTINE ORCHID SOCIETY, INC., a Not For Profit Corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal office and street address shall be located at 3136 Country Creek Lane, St. Augustine, Florida 32086-5400.

ARTICLE III: PURPOSE

(a) The St. Augustine Orchid Society, Inc. shall be an agricultural, horticultural and scientific not for profit corporation for the preservation of orchids and education about orchids by the extension of knowledge concerning the ecology, conservation, preservation, science, cultivation, hybridization and uses of orchids. The specific purposes of the St. Augustine Orchid Society, Inc. are to promote and aid in the development, improvement, preservation, cultivation and hybridization of all orchids; to collect information relating to the growing and development of orchids; to disseminate information concerning the culture, hybridization or development of orchids by means of exhibitions, lectures and publications or otherwise; to assist those engaged in the growing of orchids by such research and dissemination; to increase public interest in the growing of orchids and generally to foster the knowledge, production, use and appreciation of orchids.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
ST. AUGUSTINE ORCHID SOCIETY, INC.
A NOT FOR PROFIT CORPORATION
February 1, 2011**

(b) The St. Augustine Orchid Society, Inc. shall at all times be operated for the purposes stated above, or any other like or similar charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual or corporation. No substantial part of the activities of the St. Augustine Orchid Society, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the St. Augustine Orchid Society, Inc. 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.

(c) The St. Augustine Orchid Society, Inc. shall not participate in any transaction resulting in a diversion of its income or assets to any officer, director, member, employee or contributor, other than the usual and conventional speaker honorarium or reimbursement of reasonable out of pocket expenses for supplies or services actually rendered to the St. Augustine Orchid Society, Inc. and approved by the Board of Directors. Notwithstanding any other provision of this charter, the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from federal tax under section 501(c)(3), contributions to which are deductible under section 170(c)(2), of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

(d) Upon dissolution of the St Augustine Orchid Society, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Tax code and shall be distributed to a not-for-profit organization

**AMENDED AND RESTATED
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ST. AUGUSTINE ORCHID SOCIETY, INC.
A NOT FOR PROFIT CORPORATION
February 1, 2011**

with objectives similar to the St Augustine Orchid Society, Inc., such as The Orchid Digest, The Huntington Botanical Center, 1151 Oxford Road, San Marino, CA 91108 or the American Orchid Society, 16700 AOS Lane, Delray Beach Fl 33446; or their current address.

ARTICLE IV: MANNER OF ELECTION Elections shall be conducted as specified in the St. Augustine Orchid Society Bylaws.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

(a) The officers of the corporation shall consist of the following: President, 1st Vice President, 2nd Vice President, Secretary and Treasurer and three Directors at Large.

(b) The initial officers of St Augustine Orchid Society, Inc. shall be:

President: Michael Heinz, 9255 Noah Davis Road, Glen St. Mary, FL 32040;

1st Vice President: Susan Bottom, 6916 Cypress Lake Court, St. Augustine, FL 32086

2nd Vice President: Vivienne Rowe, 108 Drake Road, St. Augustine, FL 32086.

Secretary: Lola Stark, 3136 Country Creek Lane, St. Augustine, FL 32086

Treasurer: William Gourley, 807 Kalli Creek Lane, St. Augustine, FL 32080

(c) The initial three authorized Directors-at-Large shall be appointed by the Officers after the corporate charter is approved by the State of Florida. Thereafter they shall be elected pursuant to the provisions of ARTICLE IV above.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
ST. AUGUSTINE ORCHID SOCIETY, INC.
A NOT FOR PROFIT CORPORATION
February 1, 2011**

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent for St Augustine Orchid Society, Inc. is Lola Stark,
3136 Country Creek Lane, St. Augustine, FL 32086.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is Richard H. Roth, 405 Camelia Trail,
St. Augustine, FL 32086.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lola E. Stark
Signature/Registered Agent

02/17/11
Date

Richard H. Roth
Signature/Incorporator

2-14-2011
Date

2011 Officers and Directors of the St. August Orchid Society

Title	Name	Address
President	Jack Higgins	269 N. Churchill Drive St. Augustine, FL 32086
First Vice President	Sue Bottom	6916 Cypress Lake Court St. Augustine, FL 32086
Second Vice President	Vivienne Rowe	108 Drake Rd St. Augustine, FL 32086
Treasurer	William Gourly	807 Kalli Creek Lane St. Augustine, FL 32080
Secretary	Lola Stark	3136 Country Creek Lane St. Augustine, FL 32086
Director at Large	Terry Bottom	6916 Cypress Lake Court St. Augustine, FL 32086
Director at Large	Mike Heinz	9255 Noah Davis Road Glen St. Mary, FL 32040
Director at Large	Robert Martin	5012 Las Palomas Place Elkton, FL 32033

The date of each amendment(s) adoption: February 1, 2011

Effective date if applicable: February 1, 2011 (date of adoption is required)
(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 1 FEBRUARY 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)

Jack Higgins
(Typed or printed name of person signing)

President
(Title of person signing)