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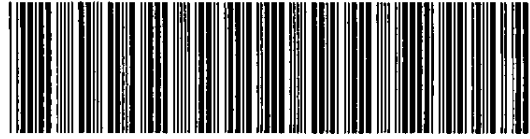
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EFFECTIVE DATE
7/30/12

Amended
[Signature]
7-25-12

2012 JUL 25 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

July 20, 2012

The Patrons of the Apalachicola Library Society
74 6th Street
Apalachicola, Florida 32320

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Articles of Amendment of PATRONS OF APALACHICOLA LIBRARY
SOCIETY, INC. # N09000000555**

Dear Sir or Madam:

Enclosed are the Articles of Amendment for Patrons of Apalachicola Library Society, Inc.. Please have this document filed in your records. Also enclosed is a check in the total amount of \$52.50: \$35 to pay for the filing fee, \$8.75 for the certified copy of the Amendments and \$8.75 for the certificate of status.

Please contact me if you need additional information or assistance.

Sincerely Yours,


Jaime Doyle Liang

check #: 1033

EFFECTIVE DATE

7-30-12

FILED

2012 JUL 25 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT:

PATRONS OF APALACHICOLA LIBRARY SOCIETY, INC. (A Florida Not for Profit Corporation)

N09000000555

Pursuant to the provisions of Florida Statutes section 617.1002 and 617.1006, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation.

MANNER OF ADOPTION:

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on the 17th day of July, 2012. This meeting of the directors met the requirements of both the Articles of Incorporation and the Bylaws.

THE AMENDMENTS

The Articles of Incorporation of the Patrons of Apalachicola Library Society, Inc. are hereby amended as follows:

- 1. Article I is unchanged and is not applicable.**
- 2. Article II is unchanged and is not applicable.**
- 3. Former Article III of the Articles of Incorporation is hereby amended. The new Article III shall read as follows:**

ARTICLE III CORPORATE PURPOSES

A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Specifically, the purpose of the corporation is assist the Apalachicola Municipal Library, a city owned facility, to further the public access

to literature and the cultural history of the region. In addition, the purpose is to assist the Apalachicola Municipal Library to promote literacy to all ages of the public and to promote programs for the extension and improvement of the Library's resources to offer to the best possible public cultural, educational and recreational services to those in the area.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. Former Article IV is hereby amended. The new Article IV shall read as follows:

ARTICLE IV ELECTION OF DIRECTORS

Election of new directors or election of current directors to a section term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the current directors.

5. The following new Article V is hereby added to the Articles of Incorporation. The new Article V shall read as follows:

ARTICLE V BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

6. The following new Article VI is hereby added to the Articles of Incorporation. The new Article VI shall read as follows:

ARTICLE VI 501(C)(3) LIMITATIONS

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax

under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

7. The following new Article VII is hereby added to the Articles of Incorporation. Article VII shall read as follows:

ARTICLE VII AMENDMENTS

A. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

B. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

8. The following new Article VIII is hereby added to the Articles of Incorporation. Article VIII shall read as follows:

ARTICLE VIII CONFLICT OF INTEREST

A. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence the policies or actions of the corporation

which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest. The Corporation shall otherwise determine the existence of a conflict of interest and shall utilize the procedures for reporting and recording of potential conflicts as delineated in The Conflict of Interest Policy Statement adopted by the Board.

B. No contract or other transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, firm, association or other entity in which one or more of its corporation or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Directors or committee, and the Director or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee, which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

C. A Director or officer shall disclose a conflict of interest at the earliest of the following: (a) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; or (c) as soon as possible after the Director or Officer learns of the conflict.

9. Former Article V is hereby renamed as Article IX, but is otherwise unchanged.

10. Former Article VI is hereby renamed as Article X, but is otherwise unchanged.

11. Former Article VII is hereby amended and renamed as Article XII. The new Article XII reads as follows:

**ARTICLE XII
CORPORATE MANAGEMENT AND
INITIAL DIRECTORS AND OFFICERS**

A. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four (4) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three (3).

B. The Board of Directors shall be members of the Corporation.

C. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

D. The names and addresses of the persons who are to serve as directors of the Corporation, and in the officer indicated, for the ensuing year, or until the first annual meeting after amendment of the Articles of Incorporation, are:

Title: P
Carlton B. Foust
169 22 Avenue
Apalachicola, Florida 32320

Title: VP
Jaime Doyle Liang
64 Avenue C
Apalachicola, Florida 32320

Title: S
Gail Burdulis Carpenter, Secretary
66 Hathcock Road
Apalachicola, Florida 32320

Title: TREA
Mark Friedman
93 16th Street
Apalachicola, Florida 32320

12. Former Article VIII is hereby amended and renamed Article XIII. Article XIII shall read as follows:

**ARTICLE XIII
TERM OF EXISTANCE**

The effective date of this Amendment shall be July 30, 2012. The corporation is to exist perpetually.

PATRONS OF APALACHICOLA LIBRARY SOCIETY, INC.

By: Carlton B. Foust Date: 7/17/2012
President

CARLTON B. FOUST (P)

signed Jaime Doyle Liang JAIME DOYLE LIANG (VP)
signed Gail Burdulis Carpenter GAIL BURDULIS CARPENTER(S)
signed Mark Friedman MARK FRIEDMAN (T)

The date of each amendment(s) adoption: July 17, 2012

Effective date if applicable: _____
(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 July 17, 2012

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)

Javier E. Maudet

(Typed or printed name of person signing)

President

(Title of person signing)