

N 39974

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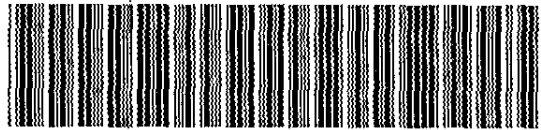
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TALLAHASSEE, FLORIDA

*Amend*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032  
REFERENCE : 843786 7112109  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 43.75

ORDER DATE : August 11, 2004

ORDER TIME : 10:54 AM

ORDER NO. : 843786-005

CUSTOMER NO: 7112109

CUSTOMER: Ms. Claudia Bass  
Buchanan Ingersoll, P.c.  
Suite 2100  
100 Southeast 2nd Street  
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: ALARM INDUSTRY FOUNDATION OF  
FLORIDA, INC.

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
ALARM INDUSTRY FOUNDATION OF FLORIDA, INC.  
a Florida Corporation (Not-For-Profit)**

**Document No. N39974**

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TALLAHASSEE, FLORIDA

*Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Articles II, III and IV of the Articles of the Corporation are hereby amended in their entirety as follows:

**ARTICLE II.**

***Purposes and Powers***

The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The general nature of the objects, purposes, powers, and limitations of the Corporation shall be as follows:

(a) To support and benefit the Alarm Association of Florida, Inc., a Florida nonprofit corporation exempt from Federal income tax under Section 501(c)(6) of the Code by:

1. Promoting research to determine ways to reduce the number of false alarms reported to police and fire departments, thus lessening the burdens of government;

2. Advancing standards and techniques to safeguard life and property from burglary, intrusion, and fire hazards;

3. Awarding scholarships to qualified individuals and organizations for the study, instruction or conduct of research on the subject of the protection of life and property from burglary, intrusion, and fire hazards, at alarm/security industry sponsored courses, or at institutions of higher learning; and

4. Granting scholarships to qualified law enforcement and fire officials to study crime and fire prevention.

(b) In furtherance of such purposes, to accept charitable contributions from individuals, corporations, and other sources, including the general public;

(c) No part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes herein set forth.

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 in the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;

(d) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code as it now exists or as it may be amended;

(e) If, during any period, or periods, the Corporation is treated as a "private foundation" within the meaning of Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under §4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in §4941(d) of the Code), from retaining any excess business holdings (as defined in §4943(c) of the Code) which would subject the Corporation to tax under §4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4944 of the Code, from retaining any assets which would subject the Corporation to tax under §4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in §4945(d) of the Code).

The Corporation shall have the power to:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) Adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "corporation not-for-profit";

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the members of the Corporation;

(e) Adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(g) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

(h) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(i) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;

(j) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(l) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;

(n) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized;

(o) The above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes Section 617.021 (Corporations Not-For-Profit), which powers are included herein by reference; provided, however, that such powers shall at all times be exercised in accordance with the provisions applicable to a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code as it now exists or as it may be amended.

### **ARTICLE III.**

#### ***Directors***

The names and addresses of the persons who are to serve as directors (each of whom may be referred to as a "Trustee," or, collectively, as the "Board of Trustees") until their successors are appointed or elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
1. Chuck Bellissimo	340 Shore Dr., East Oldsmar, FL 34677
2. Raymond Yauchler	4900 Seminole Blvd. Saint Petersburg, FL 33708

- |                       |  |
|-----------------------|--|
| 3. Mike Fletcher      | 3402 Orient Road<br>Tampa, FL 33619                  |
| 4. Terry Akins        | 13074 Fiddlers Creek Rd S.<br>Jacksonville, FL 32224 |
| 5. Norman R. Mugford  | 14 Bud Hollow Dr.<br>Palm Coast, FL 32137            |
| 6. Robert M Gallagher | 290 Florida Street<br>Stuart, FL 34994               |

Successors to the Trustees named in these Articles of Incorporation shall be elected or appointed as provided in the bylaws of the Corporation.

#### **ARTICLE IV.**

##### ***Registered Office and Agent***

The registered office of the Corporation shall be located at 1802 N. University Drive, #329, Plantation, Florida 33322-4115, and the current registered agent of the Corporation at that address is Charles S. Bellissimo.

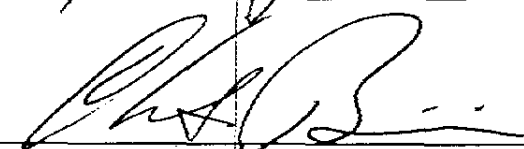
**SECOND:** The date of adoption of this amendment and restatement was June 11, 2004.

**THIRD:** There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these amendments to the Articles of Incorporation this 4 day of June, 2004.

IN THE PRESENCE OF:

\_\_\_\_\_

  
\_\_\_\_\_  
CHARLES S. BELLISSIMO,  
Chairman and President

STATE OF Florida )  
COUNTY OF Dallas ) ss:

I HEREBY CERTIFY that on this 4th day of June, 2004, personally appeared before me, the undersigned authority, CHARLES S. BELLISSIMO, to me known and known to me to be the person described herein who acknowledged to me that he executed the foregoing amendments to the Articles of Incorporation as his free and voluntary act and deed and for the uses and purposes set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Christina M. Perdomo

Notary Public

My Commission Expires: \_\_\_\_\_

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