

700159

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 15 2006

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The St. Augustine Art Association

DOCUMENT NUMBER: 700159

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

Please return all correspondence concerning this matter to the following:

Robert B. Ellert

(Name of Contact Person)

St. Augustine Art Association

(Firm/ Company)

22 Marine Street

(Address)

St. Augustine, Florida 32084

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert B. Ellert

(Name of Contact Person)

at (904) 824-2310

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

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☒ \$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

Articles of Amendment
to
Articles of Incorporation
of

The St. Augustine Art Association

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

700159

(Document number of corporation (if known))

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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(SEE ATTACHED)

(Attach additional pages if necessary)
(continued)

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The date of adoption of the amendment(s) was: June 4, 2006

Effective date if applicable: June 4, 2006
(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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

G. P. Pahl

(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.)

Pam Pahl

(Typed or printed name of person signing)

President, Board of Directors

(Title of person signing)

FILING FEE: \$35

Amendments Adopted

(1.) ARTICLE VI is amended to read:

BY WHAT OFFICERS THE AFFAIRS OF THE CORPORATION ARE TO BE MANAGED, AND
THE TIMES AT WHICH THEY WILL BE ELECTED OR APPOINTED

The powers of the Corporation shall be exercised, its property controlled, and its affairs managed by a board of not less than twelve and not more than 15 directors ("The Board of Directors") elected from the membership. The manner of election or appointment of the Board of Directors shall be stated in the By-Laws.

(2.) ARTICLE VIII is amended to read:

BY WHOM THE BY-LAWS OF THE CORPORATION ARE TO BE MADE, ALTERED OR
RESCINDED

The By-Laws of this Association shall be made, altered and rescinded by vote of a majority of the entire Board of Directors.

(3.) ARTICLE X is deleted.

(4.) ARTICLE XI is amended to read:

ENDOWMENT COMMITTEE

The Endowment Committee shall establish an Endowment Fund and shall seek and receive for the Fund gifts of cash, securities, real property, and other assets, and hold and invest such assets and the proceeds from the sale of such assets, in order to protect the assets, and produce income for the benefit of the Corporation and its charitable purposes.

A. Number. The Endowment Committee shall consist of not less than five members and not more than nine members. The manner of their election shall be the same as for members of the Board of Directors, as stated in the By-Laws of the Corporation. The precise number of members shall be determined from time to time by the Board of Directors, but the total shall always be an odd number. The initial Endowment Committee shall be appointed by the Board of Directors and shall consist of five members.

B. Qualifications. Endowment Committee members must be regular members of

the Association. The Treasurer of the Association shall be a member, ex officio, of the Endowment Committee, but shall have no vote and shall not be counted in determining a quorum. In the Treasurer's absence, the President of the Association may so serve. No other member of the Board of Directors shall be a member of the Endowment Committee during his or her term of office.

C. Quorum and Voting. A majority of the entire Endowment Committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the Endowment Committee.

D. Term of Office. The five members of the Endowment Committee who are first appointed by the Board of Directors shall be appointed for the following terms:

1. One member shall be appointed for a one-year term.
2. One member shall be appointed for a two-year term.
3. One member shall be appointed for a three-year term.
4. One member shall be appointed for a four-year term.
5. One member shall be appointed for a five-year term.

Thereafter, members of the Endowment Committee shall be elected for five-year terms. The members of the Endowment Committee will elect a Chairperson.

E. Vacancies. Vacancies in the membership of the Endowment Committee shall be filled by appointment by the Board of Directors and any member so appointed shall serve the unexpired term of his or her predecessor.

F. By-Laws. The Endowment Committee shall be governed by By-Laws which shall be proposed by the Endowment Committee and approved by the Board of Directors. The By-Laws shall, inter alia, contain the Endowment Committee's investment policy, its procedures for disbursing income to the Association and other matters the Board of Directors deems prudent. Such By-Laws shall be consistent with these Articles of Incorporation and the By-Laws of the Corporation, and will provide that regular minutes of all meetings be kept.

G. Distribution of Principal. No payment or distribution of principal of the assets held by the Endowment Committee may be made until the principal is \$250,000 unless approved by the affirmative vote of three-fourths of the entire Board of Directors voting in person or by proxy, and by the affirmative vote of three-fourths of the entire Endowment Committee voting in person or by proxy.

H. Accounting. The Chairperson of the Endowment Committee shall be a nonvoting member of the Board of Directors and shall provide an accounting to the Board each quarter, and to the members of the Association at its annual meeting.