

701477

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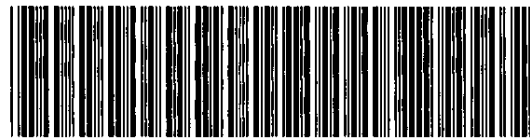
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C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Garden Club of Indian River County Incorporated

DOCUMENT NUMBER: 701477

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

Please return all correspondence concerning this matter to the following:

Kevin M. Barry, Esq.

(Name of Contact Person)

Rossway Moore Taylor & Swan

(Firm/ Company)

2101 Indian River Boulevard, Suite 200

(Address)

Vero Beach, Florida 32960

(City/ State and Zip Code)

kbarry@verobeachlawyers.com

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

For further information concerning this matter, please call:

Kevin Barry

(Name of Contact Person)

at (772) 231-4440

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

October 18, 2012

KEVIN M. BARRY
THE MODERN ONE BLDG.
2101 INDIAN RIVER BLVD., STE 200
VERO BEACH, FL 32960

SUBJECT: GARDEN CLUB OF INDIAN RIVER COUNTY, INCORPORATED
Ref. Number: 701477

We have received your document for GARDEN CLUB OF INDIAN RIVER COUNTY, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 812A00025698

**FIRST AMENDMENT AND COMPLETE RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
GARDEN CLUB OF INDIAN RIVER COUNTY, INCORPORATED**

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to Chapter 617, *Florida Statutes*, the Florida Not For Profit Corporation Act.

Article I – Name

The name of the corporation shall be GARDEN CLUB OF INDIAN RIVER COUNTY, INCORPORATED, and it shall be located in Indian River County, Florida, and its headquarters shall be located in Vero Beach, Indian River County, Florida.

Article II – Address

The street address of the Principal Office of the corporation, pursuant to §617.0202 *Florida Statutes*, shall be:

2526 17th Avenue
Vero Beach, Florida 32960-3322

Article III - Purpose

The Corporation is organized exclusively for charitable, scientific, or educational purpose within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of future United States Internal Revenue Service Code), and, in furtherance of these purposes, the Corporation may:

Section 1: To further the education of members and the public in the fields of gardening, floral design, horticulture, botany, and landscape design.

Section 2: To study and aid in the protection of native plant and bird life.

Section 3: To encourage county beautification through all available agencies.

Section 4: To study, support, and practice environmental conservation of natural resources.

Article IV – Members

Members must reside in Indian River County, Florida. The qualification of members and the manner of admission shall be regulated by the rules and regulations and the Bylaws of the Corporation.

Article V - Duration

The corporation shall have perpetual existence, unless dissolved according to law, provided however, that upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation as required by law, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court 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 VI – Management and Directors

The Board of Directors shall be elected as provided in the Bylaws of the corporation, as amended from time to time.

The affairs of the corporation shall be managed by a President, Vice President, Treasurer(s), Recording Secretary, and the Corresponding Secretary, all of whom shall be elected by the members of the Board of Directors in April.

Article VII – Officers

The names of the officers who are to manage the affairs of the corporation until the first election under these Articles of Incorporation are as follows:

<u>Names</u>	<u>Offices</u>
Ms. Kathleen Althoff	President
Ms. Renae Senn	Vice-President
Mr. Jack Phillips	Treasurer
Ms. Karen Vatland	Assistant Treasurer
Ms. Linda Zynda	Recording Secretary
Ms. Eileen Parisen	Corresponding Secretary

Article VIII – Board of Directors

The Board of Directors of the corporation shall consist of the elected officers, the Presidents of the circles, the chairs of the Standing Committees, the chair of the Trustees, the immediate past-President, and the Parliamentarian, who serves without a vote. The Directors will be elected in accordance with procedures set forth in the Bylaws of the Garden Club of Indian River County, Incorporated.

Article IX – Registered Agent

The name and address of the registered agent is:

Kathleen Althoff
12 Cache Cay Drive
Vero Beach, FL 32963-1210

Article X – Subordination

The Garden Club of Indian River County, Incorporated will be subordinate to and subject to the authority of the Florida Federation of Garden Clubs, Inc.

Article XI – Amending Articles

The Articles of Incorporation of the corporation may be amended by a two-thirds vote of the Directors of the corporation in attendance at any regular or special meeting of the Board of Directors of the corporation, provided that at least thirty (30) days prior to such meeting, written or electronic notice is sent to each member stating the amendment(s).

Article XII – Amending Bylaws

The Bylaws of the corporation may be amended by a two-thirds vote of the Directors of the Corporation in attendance at any regular or special meeting of the Board of Directors of the Corporation, provided that at least thirty (30) days prior to such meeting, written or electronic notice is sent to each member stating in substance the amendment(s).

Article XIII - Powers

The corporation shall have the following powers:

All powers necessary or convenient to effect an or all of the purposes for which this corporation is organized, to include such corporate powers as are granted in Chapter 617, *Florida Statutes*, 2011, and all amendments subsequent thereto, provided however, the corporation shall not carry on any activities not permitted to be carried on:

- a. By a corporation exempt from Federal Income-Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- b. By a corporation, 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 Internal Revenue Law).

Article IX – Incorporators

As required by §617.202(1)(g), *Florida Statutes*, the names and addresses of the corporation's incorporators are set forth below:

Beverly M. Graves
Helen M. Glenn
Laura M. Orth
Martha P. Taylor
Viola D. Loy

Road 60, Vero Beach, Florida
Cherry Lane, Vero Beach, Florida
10th Court, Vero Beach, Florida
Starfish Drive, Vero Beach, Florida
35th Avenue, Vero Beach, Florida

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of October, 2012.

GARDEN CLUB OF INDIAN RIVER COUNTY, INCORPORATED

By: Kathleen Althoff
Kathleen Althoff,
President of the Corporation

Articles of Amendment
to
Articles of Incorporation
of

Garden Club of Indian River County Incorporated

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

701477

(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:

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:

(Florida street address)

New Registered Office 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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

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

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

The date of each amendment(s) adoption: October 15, 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 Oct. 27, 2012
Signature Kathleen Althoff
(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)

Kathleen Althoff

(Typed or printed name of person signing)

President

(Title of person signing)