

Division of Corporations

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Florida Department of State
Division of Corporations
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THE GREATER MAITLAND CIVIC CENTER, INC.**

Certificate of Status	0
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Amended + Restated

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January 23, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE GREATER MAITLAND CIVIC CENTER, INC.
641 S. MAITLAND AVE.
MAITLAND, FL 32751US

SUBJECT: THE GREATER MAITLAND CIVIC CENTER, INC.
REF: 704737

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Darlene Connell FAX Aud. #: H20000025082
Regulatory Specialist II Supervisor Letter Number: 620A00001675

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GREATER MAITLAND CIVIC CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 JAN 30 PM 3: 08

This Amended and Restated Articles of Incorporation, pursuant to the Article IX of the Corporations original Articles of Incorporation and Florida Law were duly approved by the Directors and the Members on the 3rd day of October, 2019.

Those persons identified in Article V below, all of whom were residents and citizens of Maitland, Orange County, Florida, did freely and voluntarily associate themselves for the purpose of forming a non-profit association and corporation under and by virtue of the provisions of Chapter 617 Florida Statutes, under the original Articles of Incorporation, which Articles are herein Amended and Restated (the "Articles"):

ARTICLE I

The name of this corporation shall be The Greater Maitland Civic Center, Inc., and its principle place of business shall be 641 South Maitland Avenue, in the City of Maitland, Orange County, State of Florida.

ARTICLE II

This organization is established and shall be operated to provide facilities exclusively for charitable, educational, and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, specifically, but without limitation the promotion of the arts, civic, religious, literary, charitable, educational, social and recreational interests of the residents of the Greater Maitland area.

ARTICLE III

A. Membership shall be open to all parties who are 18 years of age or older, or an entity which is properly licensed to do business in the state of Florida, and who demonstrates to the satisfaction of the Board an interest in furthering the Corporation's purpose as stated in Article II above. Notwithstanding same, additional requirements and restrictions consistent with applicable law, including Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, may be imposed in accordance with the By-Laws of the Corporation.

B. One or more classes of Membership may be established as provided in the By-Laws of the Corporation.

ARTICLE IV

The Corporation shall have a perpetual existence.

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ARTICLE V

The names and residence of the original subscribers of this corporation and association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank J. Vargo, Jr.	Maitland, Florida
Marie Malpass	Maitland, Florida
Elizabeth R. Wood	Maitland, Florida
Harold E. Schoonmaker	Maitland, Florida
Herman R. Staudt	Maitland, Florida
Jay E. Schenck	Maitland, Florida
George C. Erie	Maitland, Florida
Joseph M. Shifalo	Maitland, Florida

ARTICLE VI

The number of Directors constituting the Board of Directors (the "Board") shall be established pursuant to the By-Laws from time to time. The number of Directors shall never be less than three (3) or such number as may be required by law from time to time. The Board shall be elected by majority vote of the Membership at its Annual or special meeting called for that purpose. The Board shall have overall responsibility for the operation and management of the Corporation and shall manage same through the efforts of the Officers of the Corporation who shall be elected by the Board of Directors in accordance with the manner provided in the By-Laws. The Officers shall include the following: President, Vice President, Treasurer and Secretary. The Officers will serve at the pleasure of the Board and shall manage the Corporation in accordance with policies established by the Board. The term, election process and procedure, and other such matters shall be provided for in the By-Laws of the Corporation.

ARTICLE VII

The By-Laws for the Corporation may be adopted, altered, rescinded or otherwise modified as follows: (i) Any Member in attendance may propose same to the Board, which proposal shall be in writing unless the Board, by separate motion made by a Board Member and passed by simple majority vote of the Board, agrees to consider a verbal request presented by a Member in attendance at such Board meeting; and (ii) the proposed amendment shall require a super majority vote of 80% of the Board Members present and voting at a meeting of the Board at which a Quorum of 65% of the total Board members is present. If duly passed by the Board, such proposal shall be recommended to the Membership in writing including a short synopsis of such amendment, and notice given not less than fourteen (14) days prior to its next annual or special Membership meeting, at which time such proposal shall be submitted to vote of the Membership at such meeting held in accordance with the notice provisions contained in the By-Laws and approved by majority vote of the members present.

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ARTICLE VIII

These Articles of Incorporation may be amended only as follows:

A. Any member of the Board, or any ten (10) or more Members in good standing, may present a written proposal to amend the Articles to the Board of Directors at any regular or special meeting. The Secretary shall accept same and record the filing of such proposal in the minutes of that meeting. The Board, by majority vote, shall either (i) call for discussion at that meeting after which it may call for vote, or, (ii) direct that it be placed on a future agenda for further discussion and/or vote. The Board shall have the continuing right to schedule the matter for continued discussion at future meetings as necessary, and may require special notice of such future meetings at its sole and absolute discretion by majority vote.

B. All resolutions to amend the Articles shall first be approved by the Board and such approval shall require a super majority vote of 80% of the Board Members present and voting at a meeting of the Board at which a Quorum of 65% of the total Board members are present. If duly passed by the Board, such proposal shall be recommended to the Membership in writing including a short synopsis of such amendment to be delivered with the notice of meeting, or published on the Corporations web site if available, said notice to be given to the membership in accordance with paragraph D below prior to its next annual or special Membership meeting. Such proposal shall be submitted to vote of the Membership at such meeting held in accordance with notice provisions contained in the By-Laws not inconsistent herewith.

C. Except as otherwise provided below, adoption of such recommendation by the Membership shall be by resolution of the Membership present at a duly called regular or special meeting provided (i) not less than fifteen (15%) percent of the Membership then in good standing as defined by the By-Laws of the Corporation are present at such meeting; and (ii) a super majority vote of sixty-five (65%) percent of those present at such meeting vote in favor of same.

D. Notice of the proposed amendment shall first be given to the Membership in writing, sixty (60) days prior to any regular or special meeting called to consider said amendment or a regular Annual meeting, and an additional notice shall be given not later than thirty (30) days prior to such meeting.

ARTICLE IX

Notwithstanding anything herein to the contrary, this Corporation may be voluntarily dissolved only after adoption of a resolution so providing by the Board and Membership in full compliance with the process set forth in Article VIII above as if same were a resolution to amend these Articles, except as to the following additional requirements:

A. The recommendation of the Board of Directors must be by resolution. The following shall apply: (i) each Director shall be given written notice of such proposal not less than 15 days prior to the meeting at which such vote is to be taken; (ii) the purpose of such meeting shall be clearly expressed in such notice; and (iii) a special quorum of ninety (90%) percent of all Directors shall be required for such meeting. Any Director may waive such notice in writing and any Director voting in favor of such resolution at the meeting shall be deemed to have waived such notice.

B. The final adoption of such recommendation shall be by resolution of the Membership present at a meeting of the Membership called in accordance with Article VIII D above. In addition to such other information required hereunder or by the Bylaws of the Corporation, such notice shall include the time, place and purpose of the meeting and a brief synopsis of the resolution of the Board.

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C. The requirements set forth in Article VIII C above shall apply except that a super majority vote of eighty (80%) percent of those present at such meeting vote in favor of same shall be required.

D. Any amendment to the Charter which amends this Article IX in any way shall also be subject to compliance with the provisions of this Article IX.

E. Any resolution proposed and adopted by the Board and the Membership in accordance with Articles VIII and IX above providing for dissolution of the Corporation shall also direct the distribution of its assets after payment of all obligations in accordance with the following. In the event of dissolution of the Corporation for any reason, unless otherwise required by law, all assets remaining after payment or other disposition of all liabilities shall be paid or transferred over to such qualified nonprofit entity dedicated to the principals and purposes expressed in Article II above in accordance with the resolutions adopted requiring dissolution, or if such dissolution is not the result of such resolutions, as determined by the last Board of Directors and Membership by resolution adopted in accordance with the process and procedure set forth in Article VIII above.

ARTICLE X

The name and the Florida street address of the registered agent is: James P. Panico, Esquire, 725 N. Lake Sybelia Drive, Maitland, FL 32751.

This Amendment shall be effective upon filing with the Florida Department of State.

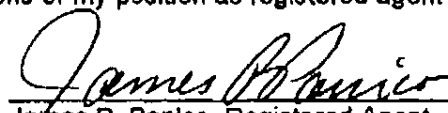
This Amended and Restated Articles of Incorporation were adopted by the Members and the number of votes cast for the amendment(s) were sufficient for approval.

The undersigned, being the duly elected President and Chairperson of the above named Corporation, does hereby certify that this Amendment and Restatement was duly approved and adopted by the Membership in accordance with the Charter and By-Laws of the Corporation on the 3rd day of October, 2019, to be effective upon filing with Florida Department of State, Division of Corporations.


Print Name: Renee Charlan, Its Pres.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated Corporation at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 605, Florida Statutes.


James P. Panico, Registered Agent
Date: October 3, 2019

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