

705091

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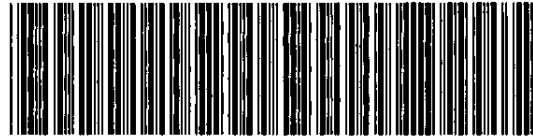
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4/24/17

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: German American Society of Central Florida, Inc

DOCUMENT NUMBER: 705091

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

Please return all correspondence concerning this matter to the following:

Chris Myers

(Name of Contact Person)

German American Society of Central Florida

(Firm/ Company)

381 Orange Ln

(Address)

Casselberry, FL 32707

(City/ State and Zip Code)

secretary@orlandogermanclub.com

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

For further information concerning this matter, please call:

Chris Myers

321

229-2848

at

(Name of Contact Person)

(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

April 21, 2017

CHRIS MYERS
381 ORANGE LN
CASSELBERRY, FL 32707

SUBJECT: GERMAN-AMERICAN SOCIETY OF CENTRAL FLORIDA, INC.
Ref. Number: 705091

We have received your document for GERMAN-AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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: 817A00007776



FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC.

A Florida Corporation Not for Profit

AMENDED AND RESTATED ARTICLES OF INCORPORATION

RESTATEMENT OF ARTICLES OF INCORPORATION OF THE GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC.

The undersigned, having been duly authorized by the members of the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., a Florida Corporation not for profit, pursuant to F.S. 617, and in accordance with the Articles of Incorporation of said Corporation and the By-Laws thereof, do hereby execute this Restatement of said Articles, as amended, pursuant to F.S. 607, 194, and declare that said Corporation was initially incorporated on January 19, 1963 as GERMAN AMERICAN SOCIETY, INC., and the original articles were filed January 23, 1963.

ARTICLE I - NAME

1.01 Name

The name of this corporation shall be the German American Society of Central Florida, Inc. The business of the corporation may be conducted as the "German American Society of Central Florida, Inc." or "GASOCF".

ARTICLE II - DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

3.01 Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, fostering and advancing German/American, cross culture education, communications, customs, traditions and ideals, international understanding, peace and goodwill; supporting community relations, individuals, and contributing to organizations, including institutions of higher learning, having a German cultural or academic interest.

3.02 Non-Profit

The German American Society of Central Florida, Inc., is designated as a non-profit corporation.

ARTICLE IV - NON-PROFIT NATURE

4.01 Non-profit Nature

The German American Society of Central Florida, Inc., is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the German American Society of Central Florida, Inc., shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The German American Society of Central Florida, Inc., is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this Corporation shall be personally liable for the debts or obligations of the German American Society of Central Florida, Inc., of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

This corporation shall be dissolved and its affairs concluded by a four fifths (4/5) vote of the Corporation's voting members.

Upon termination or dissolution of the German American Society of Central Florida, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the German American Society of Central Florida, Inc., hereunder shall be selected by the discretion of a majority of the managing body of the German American Society of Central Florida, Inc., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the German American Society of Central Florida, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

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

This Corporation shall not engage or become involved in the political affairs of any foreign country or nation, nor shall it adopt religious or sectarian creeds, directly or indirectly.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.07 Private Foundation

If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - POWERS

In furtherance of the objectives described above, but not in limitation thereof, this Corporation shall have power, in so far as such power is conferred, or is not limited by law, to make and perform contracts for any lawful purpose, to engage in various funding and fund-raising activities, and to acquire, hold, operate and maintain such property as is necessary or appropriate to effectuate its purposes.

ARTICLE VI - BOARD OF DIRECTORS

6.01 Governance

The German American Society of Central Florida, Inc., shall be governed by its board of directors.

6.02 Board of Directors

The business affairs of the corporation shall be managed by audits properly controlled by the Board of Directors which shall have no less than nine (9) members. The number of Directors may be increased from time to time by the By-Laws, and the qualification, the time and manner of election, the terms and duties of office, and the manner of filling vacancies are as set forth in the By-Laws.

ARTICLE VII - OFFICERS

The officers of the corporation shall be President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The qualification of, the time and manner of election, the duties of, and the terms of office, and the manner of removing officers, are as set forth in the By-Laws.

ARTICLE VIII - MEMBERSHIP

8.01 Membership

The German American Society of Central Florida, Inc., shall have members. This corporation shall have such classes of members as set forth in the By-Laws, and the voting right, and other rights, interests, and privileges of members, their liability for dues and assessments, and the termination and transfer of membership are as stated in said By-Laws. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the Corporation's By-Laws.

ARTICLE IX - AMENDMENTS

9.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE X - ADDRESSES OF THE CORPORATION

10.01 Corporate Address

The address of the corporation is:

German American Society of Central Florida, Inc.
381 Orange Lane
Casselberry, Florida 32707

The mailing address of the corporation is:

German American Society of Central Florida, Inc.
381 Orange Lane
Casselberry, Florida 32707

ARTICLE XI - APPOINTMENT OF REGISTERED AGENT

The registered agent of the corporation is:

CHRIS MYERS
381 ORANGE LANE
CASSELBERRY, FL 32707

The foregoing Amended and Restated Articles of Incorporation were adopted on

April 11, 2017 by the Members.

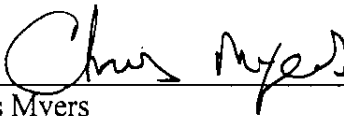
GERMAN AMERICAN SOCIETY OF CENTRAL
FLORIDA, INC.

By: Edward Mulla, its President

Date: April 11, 2017

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


Chris Myers

Date: 4-14-17, 2017

The date of each amendment(s) adoption: 4/11/17, if other than the date this document was signed.

Effective date if applicable: 4/11/17
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 4/11/17

Signature Edward H. Mullis
(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)

Edward H. Mullis
(Typed or printed name of person signing)

President
(Title of person signing)