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LEESBURG, FLORIDA 34748

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-05/12/00--01093--001
*****87.50 *****43.75

May 10, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800003250768--5
-05/12/00--01087--007
*****87.50 *****87.50

Dear Sirs:

Re: Change of Name of Woman's Club Of Leesburg & Amending Articles I, II, III, VI & IX

Please find enclosed herewith the following:

1. Certified copy of Resolution concerning the change of name of the corporation from Woman's Club Of Leesburg to GFWC Woman's Club Of Leesburg, Inc., adopted on May 8, 2000, at the annual meeting of the membership of the former corporation, and amending Articles I, II, III, VI & IX.
2. Original and one (1) copy of proposed Articles Of Amendment To Articles Of Incorporation Of Woman's Club Of Leesburg, signed by the duly elected and acting president of said corporation, under date of May 8, 2000.

Enclosed, also, is our check no. 8372 in the amount of \$87.50, in payment of the fee for the Amendment and for one (1) certified copy of the Articles Of Amendment.

Thank you for this service.

Sincerely yours,



P. B. Howell, Jr.

PBHjr:sm
Encls.

FILED
00 MAY 12 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NC AMEND
S/23

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WOMAN'S CLUB OF LEESBURG

FILED
00 MAY 12 PM 1:09
SECRETARY OF STATE
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.

Amendments adopted:

ARTICLE I. NAME

The name of this corporation is GFWC WOMAN'S CLUB OF LEESBURG, INC. and it is located in Lake County, Florida, with a permanent mailing address of Post Office Box 490532, Leesburg, Florida 34749-0532.

ARTICLE II. GENERAL PURPOSES

The purpose of this organization shall be exclusively charitable, literary and educational within the meaning and intent of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these Articles Of Incorporation, this organization shall not carry on any activities not permitted by an organization exempt from Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III. MEMBERSHIP

Any woman living in Lake County, Florida, or the surrounding area, who is interested in promoting the objectives and purposes of this organization, and desires to participate in its activities, is eligible to apply for membership. A written application for membership shall be presented to the board of directors of the organization, which application shall be endorsed by two members of the organization who are in good standing. The application for membership shall be voted upon by the board of directors at its next regular meeting, or at any special meeting called for that purpose. A majority vote of a quorum present and voting by the board of directors shall be required for approval or rejection of membership. Any vote of rejection of an application for membership must be recorded in the minutes of the meeting of the board of directors at which such action is taken, together with a statement of the reasons for such action. A true and exact copy of the minutes containing such statement must be mailed to the applicant at her given

mailing address, by certified U.S. Mail, with return receipt requested, and with sufficient prepaid postage for delivery.

ARTICLE VI. OFFICERS AND DIRECTORS

The officers of the corporation shall be a president, as many vice presidents as may be desired, a recording secretary, a corresponding secretary, a treasurer, and an assistant treasurer, all to be elected for the terms and installed as provided for in the By-Laws of the corporation.

The affairs of the corporation shall be managed by a board of directors composed of the elected officers, coordinators of departments as outlined by the GFWC Florida Federation Of Women's Clubs, the chairpersons of such standing and special committees as may be in existence from time to time.

ARTICLE IX. DISSOLUTION

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses shall be distributed to one or more organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or to the Federal Government, or to a state or local government, for a public purpose. None of the assets shall be distributed to any member, officer, or trustee of this organization. Any of such assets not so disposed of shall be disposed of by order of the Circuit Court Of The Fifth Judicial Circuit Of Florida, in and for Lake County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

WOMAN'S CLUB OF LEESBURG

By: Juanita S. Hall
Juanita S. Hall Its President
Dated: May 8, 2000.

WOMAN'S CLUB OF LEESBURG
RESOLUTION FOR ANNUAL MEETING OF
THE CORPORATION, ON MAY 8, 2000

A RESOLUTION CONCERNING THE CHANGE OF NAME OF THE CORPORATION FROM WOMAN'S CLUB OF LEESBURG TO GFWC WOMAN'S CLUB OF LEESBURG, INC., AND THE AMENDING OF ARTICLES I, II, III, VI, AND IX OF THE ARTICLES OF INCORPORATION OF WOMAN'S CLUB OF LEESBURG.

WHEREAS, NOTICE OF SAID CHANGE OF NAME AND OF SAID ARTICLES OF INCORPORATION HAVE BEEN DULY AND PROPERLY GIVEN TO THE ACTIVE MEMBERSHIP OF WOMAN'S CLUB OF LEESBURG, BY MONTHLY NEWSLETTER AND BY ANNOUNCEMENT AT REGULAR AND SPECIAL MEETINGS OF THE ACTIVE MEMBERSHIP, AT LEAST THREE WEEKS PRIOR TO THIS DATE.

NOW, THEREFORE, BE IT RESOLVED BY AT LEAST A TWO-THIRDS VOTE OF THE ACTIVE MEMBERSHIP PRESENT AND VOTING AT A DULY CONSTITUTED AND CALLED MEETING OF THE CORPORATION THAT ARTICLE I OF THE ARTICLES OF INCORPORATION OF WOMAN'S CLUB OF LEESBURG BE AND IT IS HEREBY CHANGED FROM WOMAN'S CLUB OF LEESBURG, TO GFWC WOMAN'S CLUB OF LEESBURG, INC., AND

BE IT FURTHER RESOLVED THAT ARTICLE II OF THE ARTICLES OF

INCORPORATION OF THE WOMAN'S CLUB OF LEESBURG BE CHANGED TO
READ AS FOLLOWS:

ARTICLE II

THE PURPOSE OF THIS ORGANIZATION SHALL BE EXCLUSIVELY
CHARITABLE, LITERARY AND EDUCATIONAL WITHIN THE MEANING AND
INTENT OF SECT.501(c)(3) OF THE INTERNAL REVENUE CODE OF 1986, OR
THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES
INTERNAL REVENUE LAW. NOTWITHSTANDING ANY OTHER PROVISION OF
THESE ARTICLES OF INCORPORATION, THIS ORGANIZATION SHALL NOT
CARRY ON ANY ACTIVITIES NOT PERMITTED BY AN ORGANIZATION
EXEMPT FROM FEDERAL INCOME TAX UNDER THE PROVISIONS OF
SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1986, OR THE
CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL
REVENUE LAW, AND

BE IT FURTHER RESOLVED, ARTICLE III OF THE ARTICLES OF
INCORPORATION OF THE WOMAN'S CLUB OF LEESBURG BE CHANGED TO
READ AS FOLLOWS:

ARTICLE III

ANY WOMAN LIVING IN LAKE COUNTY, FLORIDA, OR THE
SURROUNDING AREA, WHO IS INTERESTED IN PROMOTING THE
OBJECTIVES AND PURPOSES OF THIS ORGANIZATION, AND DESIRES TO
PARTICIPATE IN ITS ACTIVITIES, IS ELIGIBLE TO APPLY FOR MEMBERSHIP.

A WRITTEN APPLICATION FOR MEMBERSHIP SHALL BE PRESENTED TO THE BOARD OF DIRECTORS OF THE ORGANIZATION, WHICH APPLICATION SHALL BE ENDORSED BY TWO MEMBERS OF THE ORGANIZATION WHO ARE IN GOOD STANDING. THE APPLICATION FOR MEMBERSHIP SHALL BE VOTED UPON BY THE BOARD OF DIRECTORS AT ITS NEXT REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR THAT PURPOSE. A MAJORITY VOTE OF A QUORUM PRESENT AND VOTING BY THE BOARD OF DIRECTORS SHALL BE REQUIRED FOR APPROVAL OR REJECTION OF MEMBERSHIP. ANY VOTE OF REJECTION OF AN APPLICATION FOR MEMBERSHIP MUST BE RECORDED IN THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS AT WHICH SUCH ACTION IS TAKEN, TOGETHER WITH A STATEMENT OF THE REASONS FOR SUCH ACTION. A TRUE AND EXACT COPY OF THE MINUTES CONTAINING SUCH STATEMENT MUST BE MAILED TO THE APPLICANT AT HER GIVEN MAILING ADDRESS, BY CERTIFIED U.S. MAIL, WITH RETURN RECEIPT REQUESTED, AND WITH SUFFICIENT PREPAID POSTAGE FOR DELIVERY, AND

BE IT FURTHER RESOLVED THAT ARTICLE VI OF THE ARTICLES OF INCORPORATION OF THE WOMAN'S CLUB OF LEESBURG BE CHANGED TO READ AS FOLLOWS:

ARTICLE VI

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, AS MANY VICE PRESIDENTS AS MAY BE DESIRED, A RECORDING SECRETARY,

A CORRESPONDING SECRETARY, A TREASURER, AND AN ASSISTANT TREASURER, ALL TO BE ELECTED FOR THE TERMS AND INSTALLED AS PROVIDED FOR IN THE BY-LAWS OF THE CORPORATION.

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS COMPOSED OF THE ELECTED OFFICERS, COORDINATORS OF DEPARTMENTS AS OUTLINED BY THE GFWC FLORIDA FEDERATION OF WOMEN'S CLUBS, THE CHAIRPERSONS OF SUCH STANDING AND SPECIAL COMMITTEES AS MAY BE IN EXISTENCE FROM TIME TO TIME, AND

BE IT FURTHER RESOLVED THAT ARTICLE IX OF THE ARTICLES OF INCORPORATION OF THE WOMAN'S CLUB OF LEESBURG BE CHANGED TO READ AS FOLLOWS:

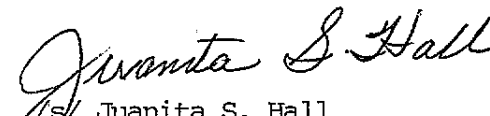
ARTICLE IX

UPON DISSOLUTION OF THIS CORPORATION, ALL OF ITS ASSETS REMAINING AFTER PAYMENT OF ALL COSTS AND EXPENSES SHALL BE DISTRIBUTED TO ONE OR MORE ORGANIZATIONS WHICH HAVE QUALIFIED FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. NONE OF THE ASSETS SHALL BE DISTRIBUTED TO ANY MEMBER, OFFICER, OR TRUSTEE OF THIS ORGANIZATION. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE

DISPOSED OF BY ORDER OF THE CIRCUIT COURT OF THE FIFTH JUDICIAL
CIRCUIT OF FLORIDA, IN AND FOR LAKE COUNTY, EXCLUSIVELY FOR SUCH
PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID
COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED
EXCLUSIVELY FOR SUCH PURPOSES.

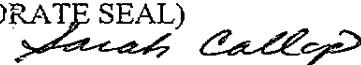
BE IT FURTHER RESOLVED THAT JUANITA S. HALL
_____, AS THE DULY ELECTED AND ACTING PRESIDENT OF
THE CORPORATION, AND SARAH COLLOP _____, AS
THE DULY ELECTED AND ACTING SECRETARY OF THE CORPORATION, BE
AND THEY ARE AUTHORIZED AND DIRECTED TO EXECUTE AND DELIVER
SUCH DOCUMENTS AS MAY BE NECESSARY OR REQUIRED FOR THE
CHANGE OF NAME OF THIS CORPORATION AND FOR THE AMENDMENT OF
ARTICLES I, II, III, VI AND IX OF ITS ARTICLES OF INCORPORATION.

ADOPTED IN DULY ASSEMBLED ANNUAL MEETING, THE 8th DAY
OF MAY, A.D. 2000, BY UNANIMOUS VOTE OF ALL MEMBERS PRESENT AND
VOTING.

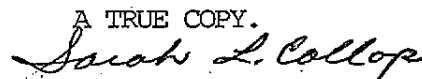


/s/ Juanita S. Hall
JUANITA S. HALL
As President of
WOMANS CLUB OF LEESBURG

(CORPORATE SEAL)


ATTEST: /s/ Sarah Collop

SARAH COLLOP
As Secretary of
WOMAN'S CLUB OF LEESBURG

A TRUE COPY.


Secretary