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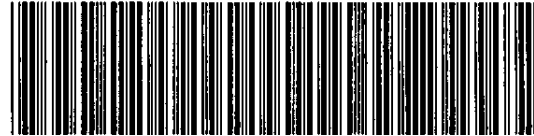
(Business Entity Name)

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TALLAHASSEE, FLORIDA

2018 APR 18 P 4:59

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APR 19 2018
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Artists Group

DOCUMENT NUMBER:

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

Please return all correspondence concerning this matter to the following:

Roberta Schofield, Recording Secretary

(Name of Contact Person)

Florida Artists Group, Inc.

(Firm/ Company)

PO Box 10561

(Address)

Tampa, FL 33679

(City/ State and Zip Code)

rs.artist@verizon.net

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

For further information concerning this matter, please call:

Lorrie Williamson, President

561

775-2673

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

Articles of Amendment
to
Articles of Incorporation
of

Florida Artists Group, Incorporated

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

(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)

4505 Parkside Drive, #1010, Jupiter FL 33458

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

4505 Parkside Drive, #1010, Jupiter FL 33458

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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			_____

E. If amending or adding additional Articles, enter change(s) here:

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

See attached additional sheets. Amended document also attached.

January 27, 2018

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

January 27, 2018

Effective date if applicable: _____
(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 April 14, 2018

Signature Lorrie Williamson
(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)

Lorrie Williamson

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF INCORPORATION

FLORIDA ARTISTS GROUP, INCORPORATED Amended January 2018

We, the undersigned, do hereby associate ourselves together for the purpose of conducting business as a corporation not for profit under the laws of the State of Florida, and do hereby certify that we have done so under and pursuant to the following:

ARTICLE I NAME

The name of the corporation shall be FLORIDA ARTISTS GROUP, INC. and the location of said corporation is in the County of Orange, State of Florida, 3206 Middlesex Road, Orlando, Florida.

ARTICLE II PURPOSE

The purpose for which this corporation is organized is to serve art interests in the community, to bring together at frequent intervals artists and those interested in educating the people of their community and thereby raising their cultural standards and the circuiting of paintings of Florida artists to other parts of the nation.

ARTICLE III MEMBERS

Qualifications of members and the manner of their admission:

1. The membership shall consist of practicing artists and patrons and collectors of art, as well as all persons interested in the aims and purposes of the organization and designated by the Executive Committee as eligible.
2. Candidates are admitted to membership as follows:
 - a. Any person nominated by a member in good standing and approved as eligible by the Executive Committee, upon acceptance and payment of specified dues.

ARTICLE IV CORPORATION

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V SUBSCRIBERS

The names and residences of the subscribers are:

Hari Klotz, 3206 Middlesex Road, Orlando, Florida;
Fred Messersmith, Head, Art Dept., Stetson Univ., Deland, Fla.;
Ralph L. Bagley, 120 Spring Lane, Winter Park, Florida

ARTICLE VI OFFICERS

The affairs of the corporation are to be managed by the following officers:

The Executive Board composed of:

President;
Vice-president;
Secretary (Recording and/or Corresponding);
Treasurer (and Assistant Treasurer when appropriate);
Membership Chairman;
Immediate Past President;
Exhibition/Symposium Director

Said officers shall be elected and/or appointed at the first regular session of this corporation and biennially thereafter.

ARTICLE VII OFFICERS PRO-TEM

The names of the officers who are to manage all the affairs until after the first election or appointment under Articles of Incorporation are:

President:	Fred Messersmith
1 st Vice-president:	Ralph L. Bagley
2 nd Vice-president:	Helen F. Protas
Sec/Treasurer:	Sally Kirtland
Membership Chairman:	Helen F. Protas
Immediate Past President:	Dr. Robert E. Carson
Circuit Director:	Fred Messersmith

ARTICLE VIII FIRST BOARD OF DIRECTORS

Three persons shall constitute the first Board of Directors. The names and residences of the persons who will serve as directors until the first election are:

Hari Klotz, 3206 Middlesex Road, Orlando, Florida;
Fred Messersmith, Art Dept., Stetson University, Deland, Fla.;
Ralph L. Bagley, 120 Spring Lane, Winter Park, Florida.

ARTICLE IX BYLAWS

The bylaws of this corporation may be made, altered, or rescinded as follows:

Section 1. Amendments

A. The bylaws of the Florida Artists Group, Inc. shall be amended at the Annual Meeting as follows:

1. By a two-thirds affirmative vote of members present and voting, provided that the proposed amendment shall have been published to the members prior to the Annual Meeting at which the action is to take place.
2. By unanimous vote, provided previous notice shall have been given at an earlier meeting of the same Annual Meeting.

Section 2. Revision

A. The bylaws of the Florida Artists Group, Inc. may be revised only upon approval of the Executive Board. The proposed revision shall be submitted to the membership in an official publication prior to the Annual Meeting at which action is to be taken.

B. A two-thirds vote by the members present and voting at an annual meeting is necessary to pass a revision.

ARTICLE X CHANGES AND AMENDMENTS

The Articles of Incorporation of this corporation may be amended as follows: By a member in good standing proposing such amendment at any regular meeting of the organization; submitting said proposal for the approval of the membership; and after approval of 51 percent (51%) of the members present and voting at an annual meeting, shall be sent to the Secretary of State of Florida with the appropriate filing fees.

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may, at any time, subject itself is an amount which shall never be greater than two-thirds of the value of the property of the corporation.

The amount and value of the real estate which the corporation may hold, subject always to approval, shall be \$100,000.00.

ARTICLE XII CHARITY STATUS

This corporation is organized and operated exclusively for literary, educational and cultural purposes; no part of the net earnings of which inures to the benefit of any private stockholder or individual; no part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII DISSOLUTION

An incorporator, subscriber or member shall never have any vested right, title or privilege of, in or to the assets, functions, affairs or franchises of this corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or while he is not in good standing; provided that before his membership shall cease against his consent he shall be given an opportunity to be heard, unless he is absent from the state where the corporation is located; provided further, that if this corporation is dissolved according to law, the certificate of dissolution shall name a nonprofit, educational organization as the recipient of the assets, if any, of the corporation.

Signed this 14th day of April, 2018

Lorrie Williamson
President

J. Schofield
RECORDING SECRETARY

A. Y. [Signature]
TREASURER

Amended January 27, 2018

January 27, 2018 amendments: *Italics* are additions, ~~strikethroughs~~ are deletions

CHARTER
ARTICLES OF INCORPORATION

FLORIDA ARTISTS GROUP, INCORPORATED
Amended January 2018

We, the undersigned, do hereby associate ourselves together for the purpose of ~~becoming~~
conducting business as a corporation not for profit under the laws of the State of Florida, and do hereby certify that we have done so under and pursuant to the following:

ARTICLE I
NAME

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ARTICLE II
PURPOSE

The purpose for which this corporation is organized is to serve art interests in the community, to bring together at frequent intervals artists and those interested in educating the people of their community and thereby raising their cultural standards and the circuiting of paintings of Florida artists to other parts of the nation.

ARTICLE III
MEMBERS

Qualifications of members and the manner of their admission:

1. The membership shall consist of practicing artists and patrons and collectors of art, as well as all persons interested in the aims and purposes of the organization and designated by the Executive Committee as eligible.
2. Candidates are admitted to membership as follows:
 - a. Any person nominated by a member in good standing and approved as eligible by the Executive Committee, upon acceptance and payment of specified dues.

ARTICLE IV
CORPORATION

The corporation shall have perpetual existence unless dissolved according to law.

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SUBSCRIBERS

The names and residences of the subscribers are:

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Fred Messersmith, Head, Art Dept., Stetson Univ., Deland, Fla.;
Ralph L. Bagley, 120 Spring Lane, Winter Park, Florida

ARTICLE VI OFFICERS

The affairs of the corporation are to be managed by the following officers:

The Executive ~~Board Committee~~ composed of:

President;
1st-Vice-president;
~~2nd Vice-president;~~
Secretary/~~Treasurer~~ (*Recording and/or Corresponding*);
Treasurer (*and Assistant Treasurer when appropriate*);
Membership Chairman;
Immediate Past President;
Exhibition/Symposium Director ~~Circuit Director~~.

Said officers shall be elected and/or appointed at the first regular session of this corporation and ~~bi-annually biennially thereafter thereafter~~.

ARTICLE VII OFFICERS PRO-TEM

The names of the officers who are to manage all the affairs until after the first election or appointment under Charter are:

President:	Fred Messersmith
1 st Vice-president:	Ralph L. Bagley
2 nd Vice-president:	Helen F. Protas
Sec/Treasurer:	Sally Kirtland
Membership Chairman:	Helen F. Protas
Immediate Past President:	Dr. Robert E. Carson
Circuit Director:	Fred Messersmith

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A. The bylaws of the Florida Artists Group, Inc. shall be amended at the Annual Meeting as follows:

1. *By a two-thirds affirmative vote of members present and voting, provided that the proposed amendment shall have been published to the members prior to the Annual Meeting at which the action is to take place.*
2. *By unanimous vote, provided previous notice shall have been given at an earlier meeting of the same Annual Meeting.*

Section 2. Revision

- A. *The bylaws of the Florida Artists Group, Inc. may be revised only upon approval of the Executive Board. The proposed revision shall be submitted to the membership in an official publication prior to the Annual Meeting at which action is to be taken.*
- B. *A two-thirds vote by the members present and voting at an annual meeting is necessary to pass a revision.*

~~By a member in good standing proposing such by-law, alteration or rescission at any regular meeting of the organization; submitting said proposal for the approval of the membership; and approval by fifty-one (51%) percent of the paid-up membership.~~

ARTICLE X CHANGES AND AMENDMENTS

The Articles of Incorporation of this corporation may be amended as follows: By a member in good standing proposing such amendment at any regular meeting of the organization; submitting said proposal for the approval of the membership; and after approval of 51 percent (51%) of the ~~paid-up membership~~ *members present and voting at an annual meeting*, shall be sent to the Secretary of State of Florida with the appropriate filing fees. ~~and after payment of the filing fees and his approval, the amendment shall become part of the Charter.~~

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may, at any time, subject itself is an amount which shall never be greater than two-thirds of the value of the property of the corporation.

The amount and value of the real estate which the corporation may hold, subject always to approval, shall be \$100,000.00.

~~(Now Article XIII) An incorporator, subscriber or member shall never have any vested right, title, or privilege of, in or to the assets, functions, affairs, or franchises of this corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or while he is not in good standing; provided that before his membership shall cease against his consent he shall be given an opportunity to be heard, unless he is absent from the state where the corporation is located; provided further, that if this corporation is dissolved according to law, the certificate of dissolution shall name a nonprofit educational organization as the recipient of the assets, if any, of the corporation.~~

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This corporation is organized and operated exclusively for literary, educational and cultural purposes; no part of the net earnings of which inures to the benefit of any private stockholder or individual; no part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and does not participate in, or intervene in

(including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE ~~XII~~ XIII
DISSOLUTION

An incorporator, subscriber or member shall never have any vested right, title or privilege of, in or to the assets, functions, affairs or franchises of this corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or while he is not in good standing; provided that before his membership shall cease against his consent he shall be given an opportunity to be heard, unless he is absent from the state where the corporation is located; provided further, that if this corporation is dissolved according to law, the certificate of dissolution shall name a nonprofit, educational organization as the recipient of the assets, if any, of the corporation.

Signed this 14th day of April, 2018

Lennie Williamson
PRESIDENT

J. Schofield
RECORDING SECRETARY

AU [Signature]
TREASURER

Amendments approved at the general membership meeting January 27, 2018.