

711469

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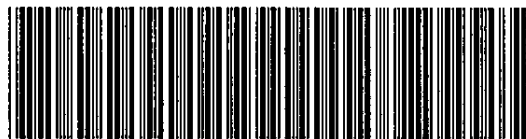
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C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: K. of C. Council Hall Club, Inc.

DOCUMENT NUMBER: 711469

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

Please return all correspondence concerning this matter to the following:

Victoria E. Brieant

Name of Contact Person

Law Office of Victoria E. Brieant

Firm/ Company

4000 Ponce de Leon Boulevard, Suite 470

Address

Coral Gables, FL 33146

City/ State and Zip Code

victoria@brieantlaw.com

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

For further information concerning this matter, please call:

Victoria E. Brieant

Name of Contact Person

at (305) 421-7200

Area Code & Daytime Telephone Number

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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(Additional copy is
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☐ \$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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE
K. OF C. COUNCIL HALL CLUB, INC.
(Approved September 17, 2014)**

FILED
OCT -6 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECITALS

The undersigned, as Secretary of the K. of C. Council Hall Club, Inc., does hereby certify that:

The original Articles of Incorporation, in the form of the original Charter of the Catalonia Club, Inc., were filed in 1950, and were amended on September 20, 1954, and again on August 31, 1966.

On September 17, 2014, the Board of Directors voted to amend and restate the Articles of Incorporation as provided in Section XI of the current Charter.

NOW, THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

Article I – NAME

The name of the corporation shall be

K. OF C. COUNCIL HALL CLUB, INC.

Article II –PLACE OF BUSINESS

The principal place of business and mailing address is 270 Catalonia Avenue, Coral Gables, Florida 33134.

Article III – POWERS

This Corporation shall have all powers provided for in Chapter 617 Corporation Not For Profit of the Florida Statutes.

[INTENTIONALLY LEFT BLANK]


SDR, Sec'y

Article IV – PURPOSES

The objectives of the corporation shall be to hold, own, manage, maintain, and operate the properties and assets of the corporation for the use and benefit of the Knights of Columbus, Coral Gables Council No. 3274, Coral Gables, Florida (hereinafter "Council No. 3274"), and, in general, to take any and all actions necessary or proper to carry out the purposes for which this corporation was formed. The objectives include the power to dispose of the properties and assets of the corporation in the event Council No. 3274 should at any time hereafter be dissolved or its charter surrendered or lawfully revoked.

Article V: QUALIFICATION OF MEMBERS

The membership of this Corporation shall consist of every member in good standing of Council No. 3274, as provided in the ByLaws, and when a member of Council No. 3274 ceases to be a member in good standing of Council No. 3274, he shall automatically cease to be a member of this corporation.

Article VI: TERM OF EXISTENCE

The length of time for which the corporation shall exist shall be perpetual.

Article VII - OFFICERS

The elective officers shall be a president, a vice president, a treasurer, each of them elected annually by ballot and according to the by-laws.

Article VIII – BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors, in the manner provided by the ByLaws, these articles, and Florida law. The number of directors shall be provided in the By-Laws, but shall never be less than three.

Section 2. The Board of Directors shall be elected or appointed and hold office in accordance with the By-Laws.

[INTENTIONALLY LEFT BLANK]



Article IX – BY-LAWS

The Board of Directors of the Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes, and may amend, alter or rescind the By-Laws as they may deem necessary from time to time.

Article X– AMENDMENTS

These Articles of Incorporation may be amended as provided in the By-Laws.

Article XI – INDEBTEDNESS

The corporation shall not be limited in the amount of indebtedness to which it may subject itself, provided, however, that any indebtedness secured by a mortgage on property owned by the corporation shall be ratified by the general membership at a meeting called for such purpose.

Article XII – REAL ESTATE

The corporation shall not be limited in the value of the real estate which it may hold, provided, however, that any purchase or sale of real estate shall be approved by a super-majority vote by ballot of the voting membership of the club at a special meeting called for such purpose.

Article XIII – PARLIAMENTARY AUTHORITY

The corporation shall be governed by Robert's Rules of Order Revised which may be augmented by Robert's Parliamentary Law except in such cases as these parliamentary works may be in conflict with the corporation's by-laws.

Article XIV – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XV -- DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payments of all costs and expenses of such dissolution shall be



SDR, Sec'y

distributed to organizations which have qualified for exemption under Section 501(c)(2) or (3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

Article XVI – EFFECTIVE DATE

These amended articles shall become effective when filed with the Secretary of State.

The undersigned, constituting the Secretary of this Corporation, has executed these Amended and Restated Articles of Incorporation this 26th day of September, 2014.



Scott D. Rembold

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, to me well known to be the person described as Secretary of the Corporation, and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me that she executed these Amended and Restated Articles of Incorporation.



Notary Public, State of Florida

My Commission Expires:

Dated this 26 day of September, 2014.

~~Bogert & Rembold~~
~~2121 Ponce de Leon Blvd.~~
~~Suite 500~~
~~Coral Gables, FL 33134-5257~~



SDR, Sec'y