

717959

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400237825644

Amenel

07/30/12--01041--009 **52.50

FILED
2012 JUL 30 PM 4:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOF
7/31/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GFWC Gainesville Junior Woman's Club, Inc.

DOCUMENT NUMBER: 717959

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

Please return all correspondence concerning this matter to the following:

Leslie R. Hoffman

(Name of Contact Person)

(Firm/ Company)

8379 SW 74th PL

(Address)

Gainesville

FL 32608

(City/ State and Zip Code)

Leslie - Hoffman@flmd.uscourts.gov

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

For further information concerning this matter, please call:

Leslie R. Hoffman

(Name of Contact Person)

at 703 , 608 8545

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input 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 checked="" 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

FILED

2012 JUL 30 PM 4:29

GFWC Gainesville Junior Woman's Club, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

717959

(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)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

(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

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action
(Check One)

Title

Name

Address

- | | | | |
|--|----------|---------------------------|---|
| 1) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>P</u> | <u>Theresa B Harrison</u> | <u>11100 NW 11th Ave</u>
<u>Gainesville FL 32606</u> |
| 2) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>V</u> | <u>Kristen Bryant</u> | <u>2809 W University Ave</u>
<u>Gainesville FL 32606</u> |
| 3) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>S</u> | <u>Jill Dumas</u> | <u>2809 W University Ave</u>
<u>Gainesville FL 32606</u> |
| 4) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>T</u> | <u>Leshie R Hoffman</u> | <u>8379 SW 74th Place</u>
<u>Gainesville FL 32608</u> |
| 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)

Please see attached

The date of each amendment(s) adoption: _____

July 20, 2012

Effective date if applicable: _____

date of adoption, July 20, 2012
(no more than 90 days after amendment file date)

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

7-25-2012

Signature

Leslie R. Hoffman

(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)

Leslie R. Hoffman

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

Changes to the Gainesville Junior Women's Club, Inc. Articles of Incorporation:

ARTICLE 1: The corporate name of the organization shall be "GFWC Gainesville Junior Woman's Club, Inc."

ARTICLE 2: The GFWC Gainesville Junior Woman's Club shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the current Internal Revenue Code (or corresponding section of any further Federal tax code) and shall otherwise comply with any requirements for classification as an exempt organization under such section. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any further Federal tax code).

ARTICLE 3: The membership of this corporation shall be open to any young woman of good moral character residing in the Gainesville area and not in a community having a functioning Junior Women's Club, who has joined the corporation between the ages of 18 through 40, and is in sympathy with the object of the club.

ARTICLE 4: Not Applicable

ARTICLE 5: Not Applicable

ARTICLE 6: Not Applicable

ARTICLE 7: Not Applicable

ARTICLE 8: The Bylaws of the corporation are to be made by the Board of Directors and may be altered or rescinded by a vote of two-thirds of those present and eligible to vote. Any proposed amendment shall be submitted in writing in duplicate to the Board of Directors. The proposed amendment shall be read to the active membership at a regular business meeting following the submission of the proposed amendment to be adopted or rejected. The proposed amendment shall be voted upon at the first regular business meeting following a reading of the amendment to the active membership. In the alternative, copies of the proposed amendment may be mailed to the active membership with the recommendation of the Board at least seven days prior to the regular business meeting at which the proposed amendment is to be presented and the amendment shall be voted upon at that meeting.

ARTICLE 9: Amendments, additions, or deletions to this charter may be made at the annual meeting which shall be held as part of the regular business meeting in May of each year. Amendments shall be proposed and voted upon the same way and in the same manner as provided in Article 7 of this Charter dealing with Amendments to the Bylaws.

ARTICLE 10: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, Board of Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to reimburse officers, directors, or members for out-of-pocket expenses directly incurred in connection with the activities and objects of this corporation. The corporation shall be further authorized and empowered to make payments and distributions in furtherance of Section 501(c)(3) purposes. All funds of the corporation, from whatever source, shall be used to promote the objects and purposes of this corporation. The Board of Directors shall have the authority to set the amount of annual dues required of each member.

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.

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such education or public purpose or purposes, within the State of Florida, as will complete or continue undertakings for the public benefit which have already begun by the corporation, and any remaining assets shall be distributed for one or more purposes within the meaning of Internal Revenue Service Code 501(c)(3) (or corresponding section of any further Federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 11: Conflict of Interest Policy

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officers, directors, and/or committee members with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.