

724316

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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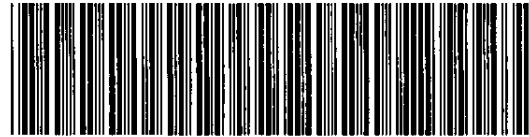
(Business Entity Name)

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CLERK OF DISTRICT COURT  
JULIA M. HARRIS

*And  
x cws*

OCT 26 2012

C. MUSTAIN

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Amelia Island Fernandina Restoration Foundation Inc

DOCUMENT NUMBER: 724316

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

Please return all correspondence concerning this matter to the following:

Adam D. Kaufman

(Name of Contact Person)

Adam D. Kaufman, Esq.

(Firm/ Company)

116 South Tenth Street

(Address)

Fernandina Beach, FL 32034

(City/ State and Zip Code)

adkresolve@comcast.net

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

For further information concerning this matter, please call:

Adam Kaufman

(Name of Contact Person)

at ( 904 ) 491-0644

(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 checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

October 10, 2012

ADAM KAUFMAN  
116 SOUTH TENTH STREET  
FERNANDINA BEACH, FL 32034

SUBJECT: AMELIA ISLAND FERNANDINA RESTORATION FOUNDATION  
INCORPORATED  
Ref. Number: 724316

We have received your document for AMELIA ISLAND FERNANDINA RESTORATION FOUNDATION INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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: 712A00025106

Articles of Amendment  
to  
Articles of Incorporation  
of

**Amelia Island Fernandina Restoration Foundation Incorporated**

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

**724316**

(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**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**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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STATE OF FLORIDA  
TALLAHASSEE

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

<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)

ARTICLE V Section 1. Board of Directors - has been amended, please see attached

Section 2 Executive Committee has been removed.

Section 3. Officers is now Section 2 and has been amended, please see attached.

Article VI - has been amended, please see attached.

Article VII - has been amended, please see attached.

Article X - has been amended, please see attached.

The date of each amendment(s) adoption: October 1, 2012

Effective date if applicable: \_\_\_\_\_  
(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 October 4, 2012

Signature \_\_\_\_\_  
(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)

Adam Kaufman

(Typed or printed name of person signing)

President

(Title of person signing)

Amended  
**ARTICLES OF INCORPORATION**  
**AMELIA ISLAND FERNANDINA RESTORATION**  
**FOUNDATION INCORPORATED**  
Amended Oct 4, 2012

**ARTICLE I**

The name of this corporation is **AMELIA ISLAND FERNANDINA RESTORATION**  
**FOUNDATION INCORPORATED**

**ARTICLE II**

The purposes for which this corporation (hereinafter called the Foundation) is organized are as follows:

To encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, educational, and charitable purposes, all for the advancement of the restoration of the Amelia Island, Fernandina area of Florida; and to that end to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; to act as trustee; and in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

Upon specific approval of the Board of Directors or executive committee, to borrow such sums, on such terms and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.



All of the assets and income of the Foundation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, directors or officers, and no substantial part of its activities shall be for the carrying on of propaganda otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. In the event of dissolution or other termination of the Foundation, title to all its assets shall vest in the Amelia Island Museum of History, or its successors, to be used exclusively for the purposes hereinabove set out, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the Foundation or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by this Foundation, to the extent that such tax status shall be allowed under any applicable laws or regulations.

### ARTICLE III

The qualifications of members of the Foundation and the manner of their admission shall be as follows:

All persons interested in the scientific, educational, and charitable purposes of the Foundation and the Advancement of the restoration of the Amelia Island, Fernandina area, and who meet such additional qualifications as may be prescribed in the by-laws are eligible to become members of the Foundation upon approval or acceptance in any manner authorized by the Board of Directors.

To honor individuals who have significantly advanced the objectives of the Foundation, the Board of Directors may provide for a class of membership to be known as Amelia Island-Fernandina Foundation Fellows. Fellows shall be elected upon the nomination of the Board of Directors. Their member shall be limited only by the high standards to be observed in their selection to assure that this honor be extended to persons of merit and distinction. The qualifications for and privileges of this membership may be prescribed in the by-laws.

#### ARTICLE IV

The Foundation shall have perpetual existence.

#### ARTICLE V

##### Section 1. Board of Directors.

The affairs of the Foundation shall be managed by a Board of Directors of not less than nine (9) members. Their number, qualifications, terms of office, and manner of selection shall be fixed in the by-laws.

##### Section 2. Officers.

The officers of the Foundation shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected annually by the Board of Directors, each to serve for two (2) years and until the election of a successor. The offices of President and Vice-President shall be filled from the membership of the Board of Directors. The offices of Secretary and Treasurer may be held by the same person.

#### ARTICLE VI

The names of the officers who are to manage the affairs of the Foundation until the first election hereunder are:

President/Director	Adam Kaufman
Secretary/Director	Chuck Hall
Treasurer/Director	Susan J. Mowery

#### ARTICLE VII

The following nine (9) persons shall constitute the Board of Directors of the Foundation until the selection of their successors:

#### ARTICLE VIII

The by-laws of the Foundation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the by-laws.

### **ARTICLE IX**

These articles of incorporation may be amended at any annual meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members of the Board of Directors in attendance, a quorum as fixed in the by-laws being present.

### **ARTICLE X**

The location of this corporation shall be 402 S. 7<sup>th</sup> Street, City of Fernandina Beach, County of Nassau, State of Florida.

### **ARTICLE XI**

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

### **ARTICLE XII**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

IN WITNESS WHEREOF, we the undersigned, acting on behalf of the directors and officers of the corporation upon a vote of its membership held October 4, 2012, have hereunto set our hands and seals, this <sup>7<sup>th</sup></sup> day of ~~October~~, 2012 for the purposes set forth within these Articles and to amend the same.



Adam Kaufman, President/Director



Chuck Hall, Secretary/Director



Susan J Mowery, Secretary/Director