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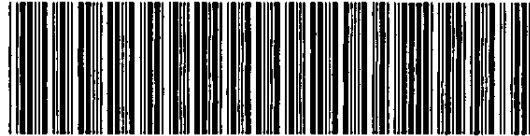
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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JAN 21 2016
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE WEST VOLUSIA COLUMBIAN CLUB, INC

DOCUMENT NUMBER: 724726

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

Please return all correspondence concerning this matter to the following:

GEORGE R. CONSTANTINO

(Name of Contact Person)

PRESIDENT, THE WEST VOLUSIA COLUMBIAN CLUB, INC

(Firm/ Company)

P.O. BOX 731886

(Address)

ORMOND BEACH , FLORIDA 32173

(City/ State and Zip Code)

For further information concerning this matter, please call:

DR. PATRICK C. COGGINS

(Name of Contact Person)

at (561) 707-0766

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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**

THE WEST VOLUSIA COLUMBIAN CLUB, INC

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

7424726

(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:

NEW CORPORATE NAME (if changing):

THE WEST VOLUSIA COLUMBIAN CLUB, INC.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE INSERT - SEPARATE ATTACHEMENT AMENDED CERTIFICATE OF INCORPORATION

(Attach additional pages if necessary)
(continued)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2016 JAN 29 PM 8:32


FILED

The date of adoption of the amendment(s) was: OCTOBER 20, 2015

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 was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

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.)

MICHAEL L. GRAVES
(Typed or printed name of person signing)

VICE PRESIDENT
(Title of person signing)

FILING FEE: \$35

**AMENDED ARTICLES OF INCORPORATION OF
"THE WEST VOLUSIA COLUMBIAN CLUB, INC."**

ARTICLE 1 – NAME

The name of this Corporation is The West Volusia Columbian Club, Inc.

ARTICLE II – PURPOSE AND POWERS

Section 1: Purpose: The Corporation is incorporated as a not-for-profit corporation under the laws of the State of Florida, and is formed:

To hold interest in and operate the building and property located at 230 International Speedway Blvd., Deland FL in the County of Volusia, State of Florida, for the members of the Corporation as a meeting place to facilitate civic, charitable, fraternal, and patriotic activities.

Section 2: Powers:

- a) The Corporation shall have the powers to sue, to hold, receive, lease, and purchase such real estate and personal property as may be requisite and expedient for its purpose, and to sell, lease, encumber, and dispose of such property.
- b) The Corporation shall have the powers to carry out the charitable, civic, fraternal, and patriotic activities to accomplish the purposes of the Corporation set forth in Section 1.
- c) The Corporation is authorized to make charitable donations to IRS Code Section 501(c)(3) entities, pay all debts incurred by the Corporation, including normal business expenses, and make other payments as authorized by the Officers, Board of Directors and members.

Section 3: Matters to be Brought before the General Membership: All matters affecting the viability of the Corporation shall be brought before the members of the Corporation for a vote. This includes all major contracts, mortgages, liens, loans, or other commitment of funds or creation of debts, sales of facilities, lands, and other major projects including remodeling, expansion, and upgrade of the premises or land or building and facilities thereon, and the

election of new officers, directors, or establishment of standing committees shall be accomplished solely upon the approval of a majority of the membership at the Annual or Special Meeting called by the Corporation in accordance with these articles.

ARTICLE III – BOARD OF DIRECTORS

Section 1: Composition, Number and Ex-officio Directors: The Directors shall be comprised of President, Vice President, Secretary, Treasurer, Financial Secretary, three elected Directors and up to five Ex-officio Directors. The Corporate Officers still have the power to sign and documents, contract and legally binding documents are stated in Article IV.

Section 2: Election of Directors and Duration of Term:

- a) Directors shall be nominated and elected by a majority vote of the members of the Corporation in attendance at the Annual Meeting. The voting shall be by written ballot for contested positions. The Corporation Secretary shall record the votes and the President shall announce the winners. A quorum for the Annual Meeting shall be a majority of the members present.
- b) The Board of Directors shall be elected upon adoption of these Articles to serve the balance of the Corporate fiscal year, and annually thereafter for the period, July 01 through June 30th.

Section 3: Vacancies: If the elected Directors positions are for any reason unable to be filled at the Annual Meeting or if a vacancy for one of the Directors occurs, a Special Meeting shall be called within one month after notice of vacancy or inability of an Officer to serve is reported to the Board of Directors at a regularly scheduled meeting. A vacancy shall be declared if a member of the Board of Directors fails to attend three consecutive meetings, without cause acceptable to the Board of Directors. Vacancies shall be filled by Special Meeting announced to the membership at least 15 days prior to the scheduled date of the meeting, for all vacancies, except those occurring during the last quarter of the fiscal year. Electronic publication of the meeting purpose (email), date, and time meets the publication requirement as does a direct mailing, to the last known address of record of the members in good standing. For vacancies occurring during the last quarter of the fiscal year, the Board of Directors, by majority vote, may appoint a Director to fill the position for the remaining tenure.

ARTICLE IV – Officers

Section 1: Officers: Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and Financial Secretary.

Section 2: Duties of Officers:

- a) **President:** The President is the chief executive of the Corporation and shall preside at all meetings of the Corporation. He shall have the power to arrange the affairs of the Corporation; sign any documents, contracts and materials necessary for the proper operation of the Corporation; negotiate with other organizations for the use of the facilities and any other duties pertinent to the Corporation's business, subject to the laws of the State of Florida.

- b) **Vice President** shall preside at all meetings in the absence of the president. Co-sign any documents. In the event the President is unable to executive his duties, the Vice President will assume the power with consent of a majority of the Officers and Directors until a special meeting is called. The Vice President shall also co-sign any documents, forms, and contracts necessary for the proper operation of the Corporation.

- c) **The Secretary** shall be responsible for sending out notices of all the meetings of the Corporation, maintaining all the historic and current records of the Corporation on file (hard copy) as well as electronically, and ensure forms and documents are filled within the required times each year. Keeping records of all corporate meetings and signing all corporate documents, contracts and materials necessary for the operations of the Corporation, completing and filing all legal documents and forms including and maintaining the corporate seal. All corporate records shall be maintained for no more than ten years.

- d) **The Treasurer** shall be responsible for collecting, recording and preparing the vouchers and checks of the Corporation, maintaining a corporate checking account, at a bank in the County of Volusia, State of Florida, preparing monthly and annual financial statements for review and approval of the Board of Directors, and ensuring that there are two signatures on each check disbursed to include President and the Treasurer. All annual reports include 990 forms, other IRS and state forms. File separate form with County to operate as an entity in the City of Deland and County of Volusia, State of Florida.

- e) **The Financial Secretary** shall be responsible for preparing all quarterly, and annual financial reports including: 1) 990 Forms and other IRS reports, 2) annual report for the State of Florida, 3) separate country and local forms necessary to operate as an entity in the City of Deland, County of Volusia, State of Florida, 4) any financial forms required to be filed with any organization and governmental entity.
- f) The Board of Directors reserves the right to add any Officers that are deemed necessary to carry out the business of the Corporation as set forth in these Articles.

ARTICLE V – GENERAL OPERATIONS

Section 1: Membership: The membership of this Corporation shall be comprised of men who are members in good standing with the Roman Catholic Church and the West Volusia Columbian Club, Inc.

Section 2: Notice of Meetings: The regular meeting of the Board of the Corporation shall be on a monthly basis and will be held at corporate offices at 230 International Speedway Blvd. Deland, Florida or at a place determined by the Board of Directors. At these monthly meetings the transaction of any business shall be conducted by the Board of Directors.

Section 3: Special Meeting:

- a) Shall be accomplished as set forth in Article V Sect. 2 at least three (3) days before the meeting and shall include a clear statement of the purpose(s) for which it is called. No unannounced business shall be conducted at such meeting.
- b) Special Board of Directors meetings may also be called by the President or upon the request of three or more Board members. Meetings shall have a quorum of a majority of the Board and may be called with three days' notice to all Board members for the transaction of urgent business with a clear statement of the purpose(s) for which it is called. No unannounced business shall be conducted at such a meeting. At any regular or special meeting, any business presented to the Board will be accomplished by a majority vote of the members present and voting.

Section 4: Annual Meeting: An annual meeting shall be held during the month of May to elect the slate of Officers and Directors of the Corporation. Each member of the Corporation shall be entitled to cast one vote for each of the position on the ballot. Voting shall be done in a secret ballot with a simple majority needed to declare the winner for each position.

Section 5: Attendance at Meetings: Only members in good standing with the West Volusia Columbian Club are entitled to attend the meetings of the Corporation. The Board of Directors may approve guest attendance if requested in advance and approved by a majority of the Directors present at the meeting. An elected Director, appointed by the Board, shall check each member's accreditation.

Section 6: Matters to be Brought before the General Membership: All matters affecting the viability of the Corporation shall be brought before the membership of the Corporation for a vote. This includes all major contracts, mortgages, liens, loans, or other commitment of funds or creation of debts, sales of facilities, lands, and other major projects including remodeling, expansion, and upgrade of the premises or land or building and facilitates thereon. Also, the election of new Officers, Directors, or the establishment of standing committees shall be accomplished solely upon the approval of a majority of the membership in accordance with these articles.

Section 7: General Powers: The Board of Directors shall have the responsibilities and authorities usually entrusted to a Board of Directors, including the management of the Corporation and control of its financial and business affairs.

Section 8: Meeting Format: The business meetings of the Corporation shall be conducted using "Roberts Rules of Order."

Section 9: Quorum: The Directors and members present shall constitute a quorum for the conduct of business and voting on any issue(s) related to the Corporation. Voting on any matter(s) presented to the Corporation shall be considered binding provided a majority of the Board of Directors and members voted in the affirmative.

Section 10: Proxy Voting: No proxy voting shall be permitted for the transaction of any of the business of the Corporation or in the election of any Director or Officer.

Section 11: Compensation: Directors shall receive no compensation for any services provided to the Corporation. However the Board of Directors shall reimburse any Board member or member of the Corporation for reasonable expenses incurred in the performance of Corporate duties as authorized by the Board of Directors.

ARTICLE VI

BYLAWS

Section 1: The Board of Directors of this Corporation may provide such By-laws for the conduct of the business in carrying out its purposes as they may deem necessary from time to time.

Section 2: The Bylaws approved by the Board of Directors may therefore be altered or rescinded by a two-thirds (2/3) majority vote of the members of the Corporation present at any meeting, including the annual meeting of the Corporation provided that prior written notice of the proposed amendment(s) shall have been given to the members and Directors at least two (2) weeks prior the meeting. There shall not be voting by proxy on amendments to the Certificate of Incorporation and/or bylaws.

ARTICLE VII

AMENDMENTS

Any amendment to these Articles of Incorporation must be provided and presented in writing at least two (2) weeks prior to a meeting including the annual meeting of the Corporation. Amendments can only be approved by two-thirds (2/3) majority vote of the members present.

ARTICLE VIII

CONFLICT OF INTEREST

Section 1: No Board Director shall engage in any activity that will give the appearance of actual or implied conflict of interest by deriving a benefit of services, money, or other items.

Section 2: Each Board Director and others associated with the organization shall voluntarily disclose any implied or direct conflict of interest prior to engaging in any activity that results in personal benefit or gain to self or any member of one's family.

Section 3: The Board of Directors shall take expeditious action at its regular and special meetings by voting against identified and declared conflicts of interest.

Section 4: Any changes to the above "Conflict of Interest" policies will require two-thirds (2/3) vote of the Board of Directors at a regular or specially called meeting. The action of the Board shall be documented in its minutes of the meeting.

ARTICLE IX

NON-DISCRIMINATION

Section 1: The Corporation shall not discriminate against any individual, citizen and non-citizen, parent, group, entity, or organization based on language, race, religion, ethnicity, socio-economic status, exceptionality, or any other distinguishing characteristics.

Section 2: The Corporation shall comply with any and all State and Federal law with respect to non-discrimination in the operation of the Corporation. These laws will include but not be limited to Florida Statutes, Federal Law Title VII, Title IX, 94-142, IDEA, or other state or federal laws.

Section 3: The Corporation will incorporate these and other non-discrimination laws in the policies and all of the operations of the Corporation with respect to admissions, administration, operation, sports, and other social and educational activities.

ARTICLE X

NONPROFIT STATUS

Section 1: No part of the net earnings of the Corporation shall be distributed to the benefit of any individual or member.

Section 2: The Corporation shall not carry on any political campaign or propaganda or otherwise act to influence legislation of any kind.

Section 3: The Corporation shall use its proceeds and income which is the net of Corporation expense and liabilities solely for the purpose of distribution to charitable, education and community organizations.

ARTICLE XI

The location of this Corporation including its central Office shall be at 230 International Speedway Boulevard, City of Deland, County of Volusia and State of Florida.

ARTICLE XII

POWERS TO ACT

Section 1: In order to promote the purpose of this Corporation, it has the powers and legal authority under the laws of the State of Florida to: Acquire property by grant, gift, purchase, devise or bequest and hold lease and dispose of such property including, lands, buildings and fixtures as the Corporation shall require for the carrying out of all corporate purposes.

Section 2: The Corporation shall carry out of all the powers of the Corporation for the sole benefit of its members and not for the pecuniary profit of any of its members or Directors.

ARTICLE XIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1: None of the Corporation assets will be distributed to any member, director, Officer of trustee of this Corporation or individual or entity not a recognized IRS 501(c) (3) charitable organization.

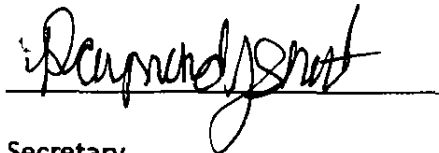
Section 2: Upon termination or dissolution of the Corporation, after paying expenses and liabilities, distribution of net assets shall be made to the Knights of Columbus Council No. 6274 with expressed advice that the assets be donated to a Catholic organization recognized under the Internal Revenue Code as a section 501(c)(3) entity.

Section 3: The Corporation shall void distribution of its assets if upon termination of the present Corporation, there are no documented plans of acquiring a new facility and the creation a new Corporation within five (5) years, in which case the Corporation shall maintain separate accounting of all funds and property until final determination of the corporate status.

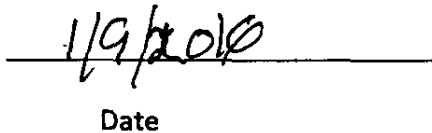
ADOPTION OF ARTICLES OF INCORPORATION

These Articles in the Amended Certificate of Incorporation were approved by two-thirds of all members and Directors present at a Special Meeting held on October 20, 2015, which was called for the specific purpose of amending the Certificate of Incorporation.

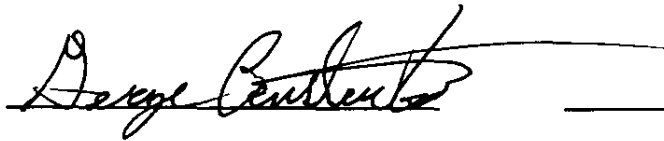
We hereby attest to the accuracy of the content of the above Amended Certificate of Incorporation.



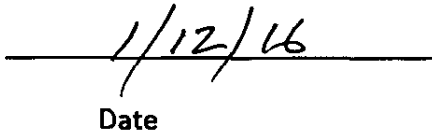
Secretary



Date



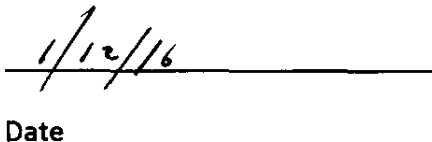
President



Date



Vice President



Date