

731901

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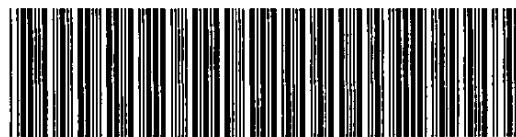
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Amended / cc^{x2}
Restated
⑩ 5/17/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE PENSACOLA SYMPHONY ORCHESTRA GUILD, INC.

DOCUMENT NUMBER: 731901

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

Please return all correspondence concerning this matter to the following:

BEVERLY DONAHUE

(Name of Contact Person)

PRESIDENT, THE PENSACOLA SYMPHONY ORCHESTRA GUILD, INC.

(Firm/ Company)

3111 BRITTANY PLACE

(Address)

PENSACOLA, FL 32504

(City/ State and Zip Code)

bjdonah@yahoo.com

Email address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BEVERLY DONAHUE

(Name of Contact Person)

at (850) 444-9391

(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 &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee

~~Certificate of Status~~

Certified Copy **X 2**

(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 PENSACOLA SYMPHONY ORCHESTRA GUILD, INC.

The Pensacola Symphony Orchestra Guild, Inc., a not-for-profit corporation, organized and existing under the laws of the State of Florida, DOES HEREBY CERTIFY that at a meeting of the membership of The Pensacola Symphony Orchestra Guild, Inc. duly called and held on April 4, 2012, the following resolution was unanimously adopted:

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated as follows:

ARTICLE I

The name of the corporation is THE PENSACOLA SYMPHONY ORCHESTRA GUILD, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law); to provide financial support for the Pensacola Symphony Orchestra and promote season memberships therein, to increase knowledge and appreciation of music throughout the community, and to provide opportunities for volunteerism

ARTICLE IV

The names and residences of the subscribers to the articles of incorporation are as in the original charter filed February 18, 1975 with the Florida Secretary of State.

ARTICLE V

Membership in The Pensacola Symphony Orchestra Guild, Inc. shall be open to every person who wishes to support the objectives of the organization.

ARTICLE VI

The officers of the corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, and such other officers as may be provided for in the bylaws, who shall perform the duties as set forth in the bylaws. Officers shall be elected at the annual meeting in May of each year. Current officers of the corporation are:

President, Beverly Donahue	3111 Brittany Place, Pensacola FL 32504
First Vice President, Renee Robinson	4720 Baywind Dr., Pensacola FL 32514
Second Vice President, Sondra Solice	2165 Oxford Dr., Pensacola FL 32503
Secretary, Bonnie Bedics	4321 Calm Terrace, Pensacola FL 32503
Assistant Secretary - Charles Moore	200 W. Blount St., Pensacola FL 32501
- Jo Jones	2166 Reservation Rd., Gulf Breeze FL 32563
Treasurer, Mardi McDaniel	1327 Bayshore Court, Gulf Breeze FL 32563
Assistant Treasurer, Brenda Summersell	3206 Silverleaf Dr., Pensacola FL 32504

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ARTICLE VII

The affairs of the corporation shall be managed by the Governing Board comprised of the officers, chairmen of the standing committees, the immediate past-president and parliamentarian. The immediate past-president and parliamentarian shall serve as advisors. The Governing Board shall be empowered to transact business of the corporation between club meetings and shall make recommendations to the club membership.

ARTICLE VIII

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (or the corresponding provision of any future United States Internal Revenue Law), or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

(4) Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX

These Articles of Incorporation or bylaws may be amended by a two-third vote of the members present and voting at any meeting of the Pensacola Symphony Orchestra Guild, Inc., provided the proposed amendment(s) has been considered by the Governing Board and approved by a two-third vote of that board, and the membership has been notified in writing of the proposed amendment(s) at least five (5) days prior to the date of the meeting.

ARTICLE X

Upon dissolution of the corporation, the Governing Board shall, after paying or making provisions for the payment of all liabilities, dispose of all assets of the corporation to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Governing Board shall determine.

Unanimously adopted by The Pensacola Symphony Orchestra Guild, Inc. this 4th day of April, 2012.

The Pensacola Symphony Orchestra Guild, Inc.

Beverly Donahue
Beverly Donahue, President

ATTEST

Bonnie Bedics
Bonnie Bedics, Secretary

Articles of Amendment
to
Articles of Incorporation
of

THE PENSACOLA SYMPHONY ORCHESTRA GUILD, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

731901

(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:

_____, Florida _____
(City) (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

(Attach additional sheets, if necessary)

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.

<u>X Change</u>	<u>PT</u>	<u>John Doc</u>

X Remove	V	Mike Jones
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X Add	SV	Sally Smith
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Title

Name

Address

1) _____ Change
 _____ Add
 _____ Remove

2) Change
 Add
 Remove

3) ☐ Change
☐ Add
☐ Remove

4) ☐ Change
☒ Add
☐ Remove

5) Change
 Add
 Remove

6) ☐ Change
☐ Add
☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

FILING AMENDED AND RESTATED ARTICLES
OF INCORPORATION

The date of each amendment(s) adoption: APRIL 4, 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 MAY 9, 2012

Signature Beverly Donahue
(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)

BEVERLY DONAHUE
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)