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R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Treasure Coast Bonsai Society, inc.**

DOCUMENT NUMBER: **744315**

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

Please return all correspondence concerning this matter to the following:

Barbara R. Poglitsch, Treasurer

(Name of Contact Person)

Treasure Coast Bonsai Society, inc.

(Firm/ Company)

5622 SE Lamay Drive

(Address)

Stuart, FL. 34997-6548

(City/ State and Zip Code)

barbarap3@bellsouth.net

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

For further information concerning this matter, please call:

Barbara R Poglitsch

(Name of Contact Person)

at (**772-**) **287-5356**

(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
(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

Treasure Coast Bonsai Society, Inc.

14 NOV 10 PM 12:38

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

744315

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

(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

E. If amending or adding additional Articles, enter changes here:

Article III. Title and all wording is removed and substituted in its place is:

Article III - Term of Existence

The term of existence of this corporation shall be perpetual.

Article IV. All wording is removed, the opening lines through E and the following replaces it.

ARTICLE IV - Purpose

This corporation is organized exclusively for charitable, educational and scientific purposes, and, in particular to advance the education of its members in the art of Bonsai, to promote the Art of Bonsai among the general public, to hold meetings and exhibitions in furtherance of these purposes and to provide a forum whereby individuals may join in accomplishing these purposes.

Article V. All wording is removed, the opening lines through B and the following replaces it.

ARTICLE V – Membership

- A. The primary qualification for membership is an active interest in horticulture and , particularly, the Art of Bonsai
- B. There shall be three classes of membership.
 - 1. Primary members are active members whose membership in Bonsai Societies of Florida, Inc. is a part of their dues.
 - 2. Secondary members are primary members of another bonsai society.
 - 3. Life Membership is granted by the Board of Directors in recognition of extraordinary service and gifts to Treasure Coast Bonsai Society, Inc.
- C. Remains the same except that organization replaces society.

Article VI. Remove all wording and all sections and replace with the following:

ARTICLE VI - Election of Officers

The officers of the Corporation shall be as follows:

President
Vice President
Secretary
Treasurer

The term of office for all elected officers shall be two years; their duties shall be described in the By-Laws.

Article VII. The title and all subsequent wording are to be removed and replaced by the following:

ARTICLE V II – Management of the Corporation

The affairs of this Corporation are to be managed by a Board of Directors consisting of seven (7) members. Four of such members shall be the President, Vice President, Secretary and Treasurer, the three other directors shall be elected for two year terms running concurrently with the terms of the officers of the Corporation. Vacancies on the Board of Directors shall be filled by a majority vote of the Board members present and voting. The size of the Board of Directors may be changed by the directors upon approval of two thirds of the members present and voting at the annual meeting in December each year.

Article VIII, Article IX and Article X are removed in their entirety.

Article XI Amendments becomes Article VIII With the following changed wording:

ARTICLE VIII – Amendments

The Articles of Incorporation and the By-Laws of this Corporation may be amended by a majority vote of all voting members present and voting at any regular or at a special meeting called for that purpose, in person, or by mail, electronic mail or on a website as provided by the By-Laws. Notice of amendment changes must be announced at the previous meeting to the vote and notice must be sent to all members.

E: Continued Page 2

The new Article IX and X to be added are as follows:

ARTICLE IX – Not for Profit Status

This Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or to be distributed to its members, officers, directors or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. Notwithstanding any other provision 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 of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X – Dissolution

Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Any remainder and By-Laws should be removed.

The date of each amendment(s) adoption: October 25, 2014, if other than the date this document was signed.

Effective date if applicable: October 25, 2014
(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 29, 2014

Signature

Barbara R. Pogltisch

(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)

Barbara R. Pogltisch

(Typed or printed name of person signing)

Treasurer

(Title of person signing)