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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amest

1-17-13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Port Everglades Association, Inc.

DOCUMENT NUMBER: 746129

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

Please return all correspondence concerning this matter to the following:

Margaret Kempel

(Name of Contact Person)

Port Everglades Association, Inc.

(Firm/ Company)

1850 Eller Drive, Suite 405

(Address)

Port Everglades, FL 33316

(City/ State and Zip Code)

peassn@portbiz.org

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

For further information concerning this matter, please call:

Anitra D. Lanczi

(Name of Contact Person)

at (954) 278-6723

(Area Code & Daytime Telephone Number)

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

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

Port Everglades Association, Inc.

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

746129

(Document Number of Corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NA

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)

NA

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:

NA

(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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
2) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
3) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
4) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
5) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
6) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached amendments.

Amendment of Articles of Incorporation Port Everglades Association, Inc.

Amendments. The Articles of Incorporation of the Port Everglades Association, Inc. (the "Corporation") are amended as follows:

1. Article VI is amended by deleting the requirements for membership in the second paragraph of Article VI, reading, "Members of the corporation shall be residents of the State of Florida or be in business within the State of Florida prior to the submission of any application for membership."

2. Article VII is amended by deleting paragraphs A and B and substituting in their stead the following:

A. The affairs of the corporation will be managed by a Board of Directors consisting of the number of Directors determined by the By-laws of the corporation, but not less than three.

B. Directors of the corporation will be selected and removed in the manner determined by the By-Laws.

3. Article XI is amended by deleting the Article and substituting in its stead the following:

Article XI

Amendments

Amendments to these Articles of Incorporation shall be made in accordance with the provisions contained in the By-Laws.

4. Article XIII is added as follows:

The Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Approval. This Amendment of the Articles was proposed for adoption by at least 25% of the members of the Board of Directors, and approved by not less than 75% of the entire membership of the Corporation at a meeting of the members of the corporation duly called and held on November 2, 2012 pursuant to notice to the members in accordance with the Articles setting forth each proposed amendment.

The date of each amendment(s) adoption: November 2, 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 1-10-2013

Signature Raymond J. Jones
(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)

Raymond J. Jones
(Typed or printed name of person signing)

President
(Title of person signing)