

750586

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STATE OF ALABAMA
JALAPAGO AL, FLORIDA

JAN 08 2020

S. YOUNG



Middle Keys Series

P O Box 522636 Marathon Shores, FL 33052

Upper Keys Series

November 26, 2019

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is an amendment to the Articles of Incorporation of the Florida Keys Concert Association (Document# 750586) and a check for \$35 to cover the processing fee.

Please send us a notice that the amendment has been filed. You can mail that notice to:
Florida Keys Concert Association
Attention: Norman Werbner
P.O. Box 522636
Marathon Shores, FL 33052

If you have any questions, please call Norman Werbner at 305-289-7576.

Very Truly,

Norman Werbner
Treasurer

ARTICLES OF AMENDMENT
OF
FLORIDA KEYS CONCERT ASSOCIATION, INC.

Pursuant to the provisions of section 617.1007, Florida Statutes, FLORIDA KEYS CONCERT ASSOCIATION, INC., a Florida corporation (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is FLORIDA KEYS CONCERT ASSOCIATION, INC.
2. The Board of Directors of the Corporation adopted resolutions setting forth the proposed amendment to the Articles of Incorporation of the Corporation, declaring said amendment to be advisable.
3. The resolution setting forth the proposed amendments is as follows:

The corporation shall change the minimum number of directors that may constitute the Board of Directors of the Corporation to five (5) and the corporation shall change its criteria for qualification for members of the Board of Directors of the Corporation. Said changes are to be implemented by amending the Article V of the Amended and Restated Articles of Incorporation to read in its entirety as follows:

The Board of Directors of the Corporation shall consist of not less than five (5) nor more than twenty-five (25) members. The manner in which the directors are elected or appointed shall be:

1. In the event of a vacancy, the remaining director or directors may appoint a replacement director or directors to complete the term of the director or directors vacancy.
2. Election of the office of director whose term of office expires shall be held at the Corporation's annual meeting and/or as may otherwise be determined by the Board of Directors. The term of office for each director shall be one (1) year or as may be provided by the By-Laws.

Except as set forth herein, all of the members of the Board of Directors shall constitute persons who reside in Marathon, Florida or its immediately surrounding area for a minimum of 60 days during the 365 days that immediately precede the election of said director(s) and who are actively involved in the administration of the Florida Keys Concert Association and are season ticket holders. For purposes of this paragraph, Marathon, Florida and its immediately surrounding area shall mean that area of Monroe County, lying between mile marker 47 on the west and mile marker 66 on the east and bounded by the Atlantic Ocean on the south and the Gulf of Mexico on the north.

The foregoing notwithstanding, the Board of Directors may have a maximum of two (2) members who reside in the Florida Keys outside of Marathon, Florida and its

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immediately surrounding area for a minimum of 60 days during the 365 days that immediately precede the election of said director(s) and who are actively involved in the administration of the Florida Keys concert series and are season ticket holders. Other provisions of the Articles of Incorporation of the Corporation notwithstanding, any future amendment to increase the number of directors residing outside of Marathon, Florida and its immediately surrounding area beyond two (2) shall require a unanimous vote of all directors of the Corporation.

Directors and officers of the Corporation shall serve without pay.

4. No members were entitled to vote on the proposed amendment.
5. The date on which the amendment was adopted by the Board of Directors of the Corporation in accordance with Florida Statutes 617.1002(1)(b) was April 10, 2019. The total number of Directors entitled to vote on the amendment was ten (10). The total number of votes to approve the amendments exceeded seven (7).

Signed this 13 day of Nov., 2019.

FLORIDA KEYS CONCERT ASSOCIATION, INC.

By: Pat Key

Pat Key

Title: President