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# The Wotitzky Law Firm

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FRANK WOTITZKY (1916 - 2013)

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February 2, 2023

**Via Federal Express**

Amendment Section  
*Division of Corporations*  
The Centre of Tallahassee  
2415 North Monroe Street  
Suite 810  
Tallahassee, Florida 32303

Re: Punta Gorda Elks, Inc.  
Document No.: 751752

Gentlemen:

Enclosed please find an original and copy of Articles of Amendment to the Articles of Incorporation of Punta Gorda Elks, Inc. for filing with the Division of Corporations. Also enclosed please find our trust check payable to the Florida Department of State in the amount of \$52.50 for the filing fee, certified copy, and a Certificate of Status.

We appreciate your consideration in filing the enclosed Articles of Amendment.

Please return all correspondence concerning this matter to the following:

Edward L. Wotitzky, Esq.  
Wotitzky, Wotitzky, Ross, & Young, P.A.  
1107 W. Marion Ave.,  
Unit 111, Punta Gorda, FL 33950  
Email address: [ewotitzky@wotitzkylaw.com](mailto:ewotitzky@wotitzkylaw.com)

In the event of any questions regarding this matter, please call the undersigned at 941-639-2171.

We appreciate your consideration in these regards.

Very truly yours,

Wotitzky, Wotitzky, Ross, & Young, P.A.

Edward L. Wotitzky

ELW/ab  
Enclosure(s)

Articles of Amendment  
to  
Articles of Incorporation  
of  
PUNTA GORDA ELKS, INC.  
(Document No. 751752)

2023 FEB -3 PM 3:28  
SECRETARY OF STATE  
FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the following amendments to the Articles of Incorporation are hereby adopted as follows:

1. Name. The current name of the corporation is: Punta Gorda Elks, Inc.
2. Amendments. The following amendments are hereby made to the Articles of Incorporation (deleted words are lined through with hyphens and new words are underlined):
  - a. Name. Article One is hereby amended to read as follows:

ARTICLE ONE  
NAME

The name of the corporation shall be the ~~PUNTA GORDA ELKS, INC.~~ "Punta Gorda Lodge No. 2606 of the Benevolent and Protective Order of Elks of The United States of America, Inc."

- b. Purpose. The following amendments are hereby made to Sections (a), (b), (c), and (d) of Articles Two:

ARTICLE TWO  
PURPOSES

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes, 1979.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of the benevolent, patriotic and charitable principles of the Benevolent and Protective Order of Elks of the United States of America and specifically for the advancement of Punta Gorda Lodge 2606 of the Benevolent and Protective Order of Elks of the United States of America.

In addition to the aforementioned purpose, this corporation proposes to raise funds for the acquisition of property to be utilized in conjunction with the benefit of Punta Gorda Lodge

2606 of the Benevolent and Protective Order of Elks of the United States of America.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable, educational and benevolent purposes as will qualify it as an exempt organization under the Internal Revenue Code Section 501, sub-division (c) ~~(3)~~ (8), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code. This Corporation is organized exclusively as a fraternal organization, as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will inure to the benefit of any Member, Director, Trustee, Officer or individual.

(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which ~~are~~ were in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, 1979, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two or in compliance with Constitution and Statutes of the Benevolent and Protective Order of Elks of the United States of America.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. ~~and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.~~ In the event of a liquidation, dissolution or winding up of the Corporation, or upon abandonment of its property, the assets and properties of the Corporation shall be distributed in accordance with the provisions of Article Thirteen of these Articles of Incorporation.

c. Membership. Article Five is hereby amended as follows:

ARTICLE FIVE  
QUALIFICATIONS OF MEMBERS

Each person who is a member in good standing of the Punta Gorda Lodge 2606 of the Benevolent and Protective Order of Elks of the United States of America, shall be entitled to membership in this corporation as of the date this Amendment to Articles of Incorporation is filed with the Florida Secretary of State is and shall be a member of this Corporation. Other members of this Corporation shall be all persons who shall be duly elected and initiated as members pursuant to the Bylaws of this Corporation.

d. Board of Directors. Article Seven is hereby amended as follows:

ARTICLE SEVEN  
BOARD OF DIRECTORS

The governing body of this Corporation and its ~~The affairs of the corporation are to be managed by a Board of Directors, comprised of not less than five (5) individual members of the corporation and shall be the same individuals who serve as members of the Board of Trustees of the Punta Gorda Lodge 2606 of the Benevolent and Protective Order of Elks of the United States of America, and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the By Laws of the corporation from time to time. The Board of Directors annually shall elect from among the membership of said Board a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be established and provided for in the By Laws.~~

The Board of Directors shall consist of all the following: the officers of the Corporation, who are entitled Exalted Ruler, Esteemed Leading Knight, Esteemed Loyal Knight, Esteemed Lecturing Knight, the Secretary, the Treasurer, and five (5) members who shall bear the title of Trustee. The Officers, Directors and Trustees of the Corporation, their nominations, election or appointment, installation, power and authority shall be in accordance with the provisions of the Bylaws of this Corporation. The Officers, Directors and Trustees of the Punta Gorda Lodge 2606 of the Benevolent and Protective Order of Elks of United States of America shall, on the date these Articles of Amendment are filed, assume those positions with the Corporation on that date, until their successors are elected or are appointed.

c. Articles Eight, Eleven, and Twelve which read as follows are hereby deleted:

ARTICLE EIGHT  
ELECTION OF EXECUTIVE COMMITTEE

~~———— The Board of Directors shall have the authority to elect from among its membership an executive committee, the number of members of which shall be prescribed in the By-Laws, and which shall, to the extent provided by the By-Laws, transact the business of the corporation between meetings of the Board of Directors.~~

ARTICLE ELEVEN

~~———— The Board of Directors shall have the power to make, adopt, alter, amend, and rescind the By-Laws of the corporation.~~

ARTICLE TWELVE

~~———— The members of this corporation have the power to adopt amendments to these Articles of Incorporation by having a majority of those present at the annual meeting of the corporation vote for and pass a resolution authorizing and setting forth the amendment subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.~~

f. Article Thirteen is hereby amended as follows:

ARTICLE THIRTEEN  
DISTRIBUTION OF ASSETS OF DISSOLUTION

This Corporation is one which does not contemplate pecuniarily distribution of gains, or profits or dividends to the members thereof and it is organized solely for non-profit purposes. ~~On the winding up and dissolution of this corporation, after payment of or adequate provisions for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable and/or scientific purposes and which has established its tax-exempt status under Section 501, subdivision (c) (3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefor by any one member of the last Board of Directors.~~  
In the event of a liquidation, dissolution or winding up of the Corporation, or upon abandonment of its property, none of its

property or assets will inure to the benefit of any private person, but shall be transferred and distributed by the Board of Directors to one or more regularly constituted and existing non-profit Lodges, charities, organizations, funds, corporations or trusts forming a part of or controlled by the Benevolent and Protective Order of Elks of the United States of America, or as expressly provided by the Laws of the said Order.

g. Bylaws. Article Fourteen is hereby added to the Articles of Incorporation as follows:

ARTICLE FOURTEEN  
BYLAWS

The Bylaws of this Corporation shall define the duties of the Directors, Officers, and Trustees of the Corporation. The manner of election and terms of office of the Directors, Officers, and Trustees of the Corporation shall be as set forth in the Bylaws of the Corporation. The number of persons to serve in the capacity of Directors may be changed from time to time by the Bylaws of the Corporation, and the Corporation is hereby granted authority to make a Code of Bylaws for the government, and to amend the same from time to time as provided in said Bylaws.

h. Grand Lodge. Article Fifteen is hereby added to the Articles of Incorporation as follows:

ARTICLE FIFTEEN  
GRAND LODGE

This Corporation is organized with the permission of Grand Lodge of the Benevolent and Protective Order of Elks of the United States of America, and the business of the Corporation and all its acts, decisions, and other actions of its Officers and members in carrying out its purpose and powers shall at all times conform with the provisions of the Grand Lodge Constitution and Laws of the Order enacted pursuant thereto as well as the provisions of State Law.

3. Adoption of Amendments. The foregoing amendments to the Articles of Incorporation were adopted on the 3<sup>rd</sup> day of December 2022. The amendments were adopted by the members, and the number of votes cast for the amendments was sufficient for approval.

*[Signatures on following page]*

Dated effective the 3<sup>rd</sup> day of December, 2022.

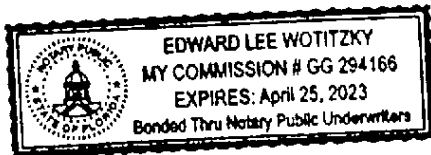
**PUNTA GORDA, FLORIDA LODGE  
NO. 2606 OF THE BENEVOLENT AND  
PROTECTIVE ORDER OF ELKS, INC.**

By: *Tom Shoecraft Sr.*  
Tom Shoecraft, Sr., Exalted Ruler

State of Florida  
City of Charlotte

The foregoing instrument was acknowledged before me by means of [☒] physical presence of [☐] online notarization this 2<sup>nd</sup> day of February, 2023, by TOM SHOECRAFT, SR., as Exalted Ruler of PUNTA GORDA, FLORIDA LODGE NO. 2606 OF THE BENEVOLENT AND PROTECTIVE ORDER OF ELKS, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known to me or produced ~M as identification, and he did take an oath and depose and said the foregoing statements set forth herein are true and correct.

My commission expires:



*Edward L. Wotitzky*  
Notary Public  
Edward L. Wotitzky  
Printed Name of Notary  
  
\_\_\_\_\_  
Commission or Serial Number