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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Humane Society of Bay County, INC

DOCUMENT NUMBER: 755190

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

Please return all correspondence concerning this matter to the following:

Mary Gauden

(Name of Contact Person)

Humane Society of Bay County

(Firm/ Company)

1600 Bay Avenue

(Address)

Panama City, FL 32405

(City/ State and Zip Code)

mgauden@adoptme.org

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

For further information concerning this matter, please call:

Mary Gauden

850

890-5122

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

Humane Society of Bay County, INC.

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

755190

(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:

N/A *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)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

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: N/A

(Florida street address)

New Registered Office Address:

N/A, 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

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:
☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

See attachments

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

Effective date if applicable: 10/14/19
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 10/14/19

Signature Mary Gauden
(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)

Mary Gauden
(Typed or printed name of person signing)

President
(Title of person signing)

**ARTICLES OF INCORPORATION
OF
HUMANE SOCIETY OF BAY COUNTY, INC.**

**ARTICLE I
NAME**

Humane Society of Bay County, INC.

**ARTICLE II
PURPOSE**

The primary activities of the corporation can be described as follows: The key objective of the organization is to manage a no-kill shelter and to follow the guidelines set forth in the Maddie's Fund Organization® to help all healthy and treatable shelter dogs and cats find loving new homes as quickly as possible. In addition, the following objectives are included:

1. Help animals that are suffering
2. Optimize animal health and quality of life
3. Maintain a web site that aids in animal adoptions
4. Humane Education

Our mission is to end the needless destruction of homeless animals in our community by operating a no-kill shelter and providing protection, education, services, and support for companion animals and their families.

**ARTICLE III
TERM**

The term for with this organization is to exist shall be perpetual.

**ARTICLE IV
BOARD OF DIRECTORS**

The business and affairs of the organization shall be managed by its Board of Directors, the number of which shall be such as from time to time shall be fixed by or in the manner provided in the By-Laws, but shall not at any time be less than three.

**ARTICLE V
OFFICERS**

The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President. These officers shall

perform the duties prescribed in the bylaws, Robert's Rules of Order, Revised Edition, General Rules of Order and the Code of Ethics and Conduct implemented by the organization.

ARTICLE VI GEOGRAPHICAL AREA OF BUSINESS OPERATIONS

The business will conduct its operations in the following geographical area: Bay County, Florida.

ARTICLE VII FISCAL YEAR

The fiscal year of the corporation will end each year on December 31.

ARTICLE VIII AMENDMENTS TO ARTICLES

The articles may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE IX DISSOLUTION

The organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Amended by a quorum vote by the Board of Directors on October 14, 2019. Adopted on October 14, 2019.


Mary Gauden, President