

762014

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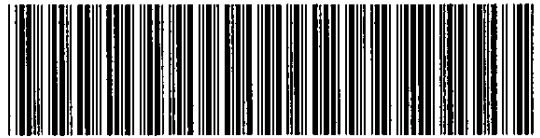
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 20 PM 3:30

Amend Name chs/cus
10 11/28/07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NORTHEAST FL. MODEL RAILROAD CLUB INC

DOCUMENT NUMBER: 762014

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

Please return all correspondence concerning this matter to the following:

LARRY D. PIANTA
(Name of Contact Person)

NORTHEAST FL MODEL RAILROAD CLUB INC
(Firm/ Company)

2365 PINE KNOLL CT
(Address)

ORADGE PARK, FL 32065
(City/ State and Zip Code)

For further information concerning this matter, please call:

LARRY D. PIANTA at (904) 269-9272
(Name of Contact Person) (Area Code & Daytime Telephone Number)
904 655-0529 CELL

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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

NORTHEAST FLORIDA MODEL RAILROAD CLUB

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

762014

(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:

NEW CORPORATE NAME (if changing):

NORTHEAST FLORIDA MODEL RAILROADERS INC

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

AMEND; ARTICLE II PURPOSES - ADD; ARTICLE II ADDRESS

AMEND; ARTICLE III MEMBERSHIP to ARTICLE IV MEMBERSHIP

DELETE; ARTICLE IV TERM OF EXISTENCE

AMEND; ARTICLE IV OFFICERS - DELETE ARTICLE VII OFFICERS

DELETE; ARTICLE VIII POWERS -

AMEND; ARTICLE IX BYLAWS to ARTICLE III BYLAWS

AMEND; ARTICLE X TEMP OFFICERS to ARTICLE VII FIRST OFFICERS

DELETE; ARTICLE XI PROPERTY, ARTICLE XII INDEBTEDNESS,

ARTICLE XIII COMMITTEES, ARTICLE XIV LOCATION

ADD: ARTICLE IX MEETINGS, - ARTICLE X FINANCIAL

ARTICLE XI COMMITTEES, ARTICLE XII EARNINGS

ARTICLE XIII DISSOLUTION, ARTICLE XIV

AMENDMENTS

(Attach additional pages if necessary)
(continued)

FILED STATE
SECRETARY OF CORPORATIONS
NOV 20 PM 3:30

**Articles of Amendment
to
Articles of Incorporation
of**

Northeast Florida Model Railroad Club, Inc.

Document Number 762014

NEW CORPORATE NAME

Northeast Florida Model Railroaders, Inc.

AMENDMENTS ADOPTED

Amend ARTICLE II Purpose to read:

ARTICLE II - - - PURPOSES

The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code, and

To coordinate the activities of model railroaders in northeast Florida; to serve as a clearing house for model railroad construction information, and

To operate as a scientific institution of learning in the field of model railroad construction and operation: to act as a library in relation to books and equipment which pertain to model railroading; to act charitably with help and aid to the neophyte: to act as a benevolent organization in relation to its members, and

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Add ARTICLE III to read:

ARTICLE III - - - PRINCIPAL ADDRESS/MAILING ADDRESS

The principal place of business is Moosehaven, 1701 Park Ave, Orange Park, FL, 32073. The corporate mailing address is 2365 Pine Knoll Court, Orange Park, FL 32065.

Amend ARTICLE III MEMBERSHIP and all its SECTIONS to read:

ARTICLE IV --- MEMBERSHIP

SECTION 1. MEMBERSHIP REQUIREMENTS AND RIGHTS

A. Regular Membership – age 18 and older.

- (1) New and renewing members become members in good standing upon payment of the required annual dues. Membership in the corporation confers the rights to hold office, to serve on committees and to vote on matters concerning the operation and direction of the Northeast Florida Model Railroaders, Inc.

B. Junior Membership – ages 12 through 17.

- (1) New and renewing members become members in good standing upon payment of the required annual dues. Annual dues shall be fifty percent of Regular Membership. Junior members are not eligible to hold office, to serve on committees or to vote on matters concerning the operation and direction of the Northeast Florida Model Railroaders, Inc.

SECTION 2. APPLICATION AND ADMISSION

Applicants for membership shall complete an application form furnished by the corporation Secretary. The application shall be read at the next regular business meeting and, by majority vote, the applicant will be either accepted or rejected as a new member. Upon acceptance, the required dues shall be collected from the new member.

SECTION 3. RESIGNATION

If at any time a member in good standing wishes to resign from the corporation, he shall give notice of his intention in writing to the Secretary. The Secretary will present the resignation to the Directors at their next business meeting.

SECTION 4. EXPULSION

- A. Any member whose dues are not paid by the end of February of the current year will be dropped from the corporation's membership roster.
- B. Any member may be charged with misconduct and proposed for expulsion from the membership when a written notice of misconduct is filed with the Board of Directors. The Board of Directors will vote to present the accused member with a written copy of the charge and place the vote by the membership on the agenda at the next regular business meeting at least fourteen (14) days after the charge is presented to the Board. The accused member shall be heard if desired and the vote upon the accused is to be taken and decided by the majority. The defendant must be denied the privilege of voting.

SECTION 5. REINSTATEMENT

- A. Former members who have resigned in good standing may be reinstated by paying the current year's dues.
- B. Former members dropped the roster according to Article VII, Section 4A may be reinstated upon payment of the same dues required from any new member.
- C. Any member expelled according to Article VII, Section 4B may be considered for reinstatement upon application and approval by the Board of Directors. The Board will place the vote by the membership on the agenda of the next regular business meeting of the corporation. A seventy-five percent affirmative vote is required for reinstatement.

Delete ARTICLE IV TERM OF EXISTENCE

ARTICLE V SUBSCRIBERS is unchanged.

Amend ARTICLE VI OFFICERS to read:

ARTICLE VI - - - DIRECTORS

SECTION 1. NUMBER AND TERM

The Board of Directors shall consist of 8 Directors, the President, Vice President, Secretary, Treasurer and four (4) Trustees. The Board shall manage the affairs of the corporation under these articles, the bylaws and the laws of the State of Florida.

SECTION 2. ELECTION, TERMS AND DUTIES OF DIRECTORS

The election, terms of office and duties of the Directors will be specified in the bylaws.

SECTION 3. RENUMERATION

No Director shall receive a salary or compensation for his services as a Director.

SECTION 4. QUORUM

A quorum at a Board of Directors meeting shall consist of five (5) Board members.

SECTION 5. MULTIPLE OFFICES

No one person may hold more than one (1) office in this corporation.

Delete ARTICLE VII OFFICERS

Delete ARTICLE VIII POWERS

Amend ARTICLE IX BYLAWS to read:

ARTICLE VII - - - BYLAWS

The initial bylaws of the corporation are to be made by the first Board of Directors and thereafter altered or rescinded by a majority vote of the regular members present at any regular business meeting of the corporation, provided that due notice of the proposed change and a true copy thereof shall have been given to the Board of Directors, in writing, and in sufficient time for written notice to be sent to the membership at least fourteen (14) days prior to the regular business meeting.

Amend ARTICLE X TEMPORARY OFFICERS to read:

ARTICLE VIII - - - FIRST OFFICERS

The names and addresses of the first officers who are to serve until the first election are as follows, to wit:

President:	Neal DeNisco 5769 Spring Haven Dr Orange Park, FL 32065
Vice President	Larry DiPianta 2365 Pine Knoll Ct Orange Park, FL 32065
Secretary	Alex Rivera 1544 Graduation Lane Middleburg, FL 32068
Treasurer	Frank P. Woodard 11621 Yalding Drive Jacksonville, FL 32223

Delete ARTICLE XI PROPERTY

Delete ARTICLE XII INDEBTEDNESS

Delete ARTICLE XIII COMMITTEES

Delete ARTICLE XIV LOCATION

Add ARTICLE IX MEETINGS to read:

ARTICLE IX - - - MEETINGS

SECTION 1. TIMES AND PLACES OF MEETINGS

The annual meeting of the membership of this corporation shall be held in the State of Florida, on a day in May and at a place designated by the Board of Directors. The members shall transact such business as shall properly come before them at such meeting.

SECTION 2. SPECIAL MEETINGS

The President or a majority of the Board of Directors or a majority of the members of the corporation may call a special meeting at any time. No business shall be transacted at a special meeting as stated in the notice sent to the membership.

SECTION 3. NOTICE OF SPECIAL MEETINGS

A notice (unless waived in writing by all persons entitled thereto) setting out the time and place of any special meeting shall be mailed by the Secretary, to each member as the member's address appears in the records of the corporation, provided, however, that such notice be mailed at least fourteen (14) days prior to any special meeting. Such notice shall state the objective and business of any such meeting.

SECTION 4. REGULAR MEETINGS

A meeting of the general membership of the corporation will be held at least monthly at a time and place to be determined by the Board of Directors.

SECTION 5. BOARD OF DIRECTOR MEETINGS

The Board of Directors of the corporation shall meet at least monthly at a time and place to be determined by the President.

SECTION 6. QUORUM

A quorum at a regular or special meeting shall consist of twenty-five percent of the members in good standing.

SECTION 7. VOTING

Members eligible to vote shall be entitled to one (1) vote only, either in person or by proxy ballot. When appropriate, Robert's Rules of Order shall determine procedures of any meeting of the membership and Directors. Only members of the Board of Directors may vote at a Board of Directors meeting.

Add ARTICLE X FINANCIAL to read:

ARTICLE X - - - FINANCIAL

SECTION 1. DUES

The Board of Directors shall prepare an annual schedule of dues for the next fiscal year for adoption by the membership at the annual meeting.

SECTION 2. PAYMENT OF DUES

Annual dues shall be paid in current funds in accordance with the payment schedule. Under no circumstances will annual dues be funded.

SECTION 3. EXPENDITURES:

The Treasurer and one other officer may approve expenditures up to \$50.00. Expenditures in excess of this amount must be approved by a majority of the membership, limited by the available liquid assets of the corporation.

SECTION 4. FISCAL YEAR:

The fiscal year of the corporation shall end at 12:01 AM, January 1st.

Add ARTICLE XI COMMITTEES to read:

ARTICLE XI - - - COMMITTEES

The President may establish one or more committees to supervise and coordinate the activities of this corporation.

Add ARTICLE XII EARNINGS to read:

ARTICLE XII - - - EARNINGS

No part of the earnings of this corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Add ARTICLE XIII DISSOLUTION to read:

ARTICLE XIII - - - DISSOLUTION

In the event of dissolution, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, will turn over the residual assets of the corporation to one or more organizations which themselves are exempt as organizations described in section 501(c) (3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State, or local government for the exclusive public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be deposited by the Court of the County in which the principal office of the corporation is then located, and which would have jurisdiction exclusively for such purposes, to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

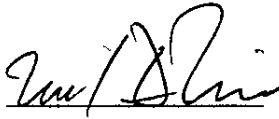
Add ARTICLE XIV AMENDMENTS to read:

ARTICLE XIV - - - AMENDMENTS

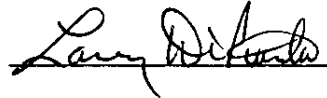
These Articles of Incorporation may be amended by the affirmative vote of the members at any regular business meeting, provided notice of such amendment(s) and the exact nature thereof shall have been given to the members of the corporation fourteen (14) days prior to the date of the meeting at which said amendment(s) is (are) to be presented for consideration or vote.

Amend IN WITNESS WHEREOF to read:

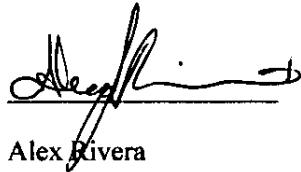
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation on this 1st day of October, 2007.



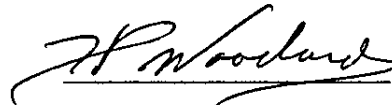
Neal DeNisco (Incorporator)
5769 Springhaven Dr
Orange Park, FL 32065



Larry DiPianta



Alex Rivera



Frank Woodard

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to chapter #48 and #617, F. S. as amended, the following is submitted, in compliance with said act:

That Northeast Florida Model Railroaders, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Orange Park, County of Clay, State of Florida, has named Larry DiPianta, residing at 2365 Pine Knoll Ct, Orange Park, County of Clay, State of Florida, as its agent to accept service within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I do hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office.

BY Larry DiPianta (registered agent)

Larry DiPianta

DATED 11-6-07

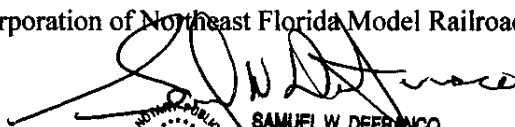
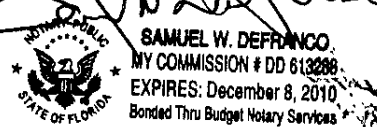
FILED 11-15-07

Secretary of State

Tallahassee, Florida

STATE OF FLORIDA, COUNTY OF CLAY

Personally appeared before me the undersigned authority, Neal DeNisco, Larry DiPianta, Alex Rivera and Frank P. Woodard, who acknowledge before me that executed the Articles of Incorporation of Northeast Florida Model Railroaders, Inc. on this 6th day of Nov 2007.



SAMUEL W. DEFRANCO
MY COMMISSION # DD 613288
EXPIRES: December 8, 2010
Bonded Thru Budget Notary Services


The date of adoption of the amendment(s) was: 11-6-07

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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature


(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.)

NEAL DE NISCO

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35