

766106

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

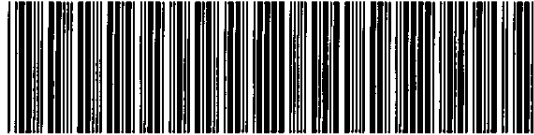
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000114773460

01/14/08--01033--008 **87.50

08 JAN 14 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amend + N.C.

G. Goulette JAN 17 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Benevolent Association of Santa Rosa
County, Incorporated of Milton, Florida

DOCUMENT NUMBER: 766106

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

Please return all correspondence concerning this matter to the following:

Curtis A. Golden

(Name of Contact Person)

(Firm/ Company)

P. O. Box 583

(Address)

Bagdad, Florida 32530

(City/ State and Zip Code)

For further information concerning this matter, please call:

Curtis A. Golden

(Name of Contact Person)

at (850) 626-0134

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

**THE BENEVOLENT ASSOCIATION OF SANTA ROSA COUNTY, INCORPORATED OF
MILTON, FLORIDA**

766106

(Corporation Document Number)

THE HILDA M. McDONALD FOUNDATION, INC.
(New Corporate Name)

AMENDMENTS ADOPTED

Article I

Name

The name of the organization shall be the HILDA M. McDONALD FOUNDATION, INC.

Article II

Offices

The principal office of the corporation shall be 5161 Martin Luther King Drive (Clara Street),
Milton, Florida 32570.

Article III

Purposes

The general purpose of the Corporation is to maintain a non-profit organization to raise funds and provide resources and assistance to persons who are experiencing profound economic and social distress and/or to other organizations which are exempt as described in Sec. 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1954.

APPROVED
AND
FILED
08 JAN 14 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV

Board of Directors

Section 1. **General Powers:** The Board of Directors shall perform the following functions: a) establish and evaluate the activities of the Benevolent Association of Santa Rosa County, Inc.; b) secure resources necessary for the effective performance of the organizations objectives; c) set policies and procedures for soliciting funds and other resources and dispersing these to meet the crisis situations.

Section 2. **Number and Terms:** The Board of Directors will be composed of four (4) members. Each director shall serve until he or she resigns, dies, or becomes incapacitated to perform the duties of director. The present board shall continue to serve until he or her position becomes vacant.

Section 3. **Resignation:** A director may resign any time by giving notice of such resignation in writing addressed to the chairperson or Secretary.

New Directors shall be approved by an approving vote of not less than three (3) members of the Board of Directors and in the event the board consists of less than three (3) members at the time a vacant seat is filled new members shall be approved by unanimous vote of the Board of Directors.

Section 4. **Compensation:** Directors shall receive no compensation for their services.

Section 5. **Quarterly Meetings:** The Board of Directors shall meet at least quarterly at a time and place to be specified by the officers. Members should be informed five (5) days in advance of all meetings.

Section 6. **Special Meetings:** Special meetings of the Directors may be called by the Chairperson or any Director who feel that such meeting is necessary. Special meetings may be called more frequently than on a quarterly basis if this is deemed necessary by various members of the Board. Such meetings shall be held at a time and place to be designated in advance.

Section 7. **Emergency Meetings:** Emergency meetings may be called by the President at any time such meeting is deemed necessary. No advance notice shall be required for these meetings.

Section 8. **Notice of Meetings:** The Secretary shall give notice by telephone or mail at least five (5) days before the regular meeting and at least (5) days in advance of the regular quarterly meetings. Notification for a special meeting shall be given as much in advance as practical.

Section 9. **Quorum:** At least three (3) of the directors shall constitute a quorum at any meeting of the directors. However, less than a quorum may adjourn such meeting to a specified time and place.

Section 10. **Manner of Acting:** Except as otherwise provided in these By-Laws or affected by Florida Statutes, the act of the majority of the Directors present at a meeting at which a quorum is seated shall be construed to be an official action of the Board of Directors of the Corporation. Board meetings may also be held by telephone communication.

Section 11. **Action without Meetings:** Any action which may be taken at a meeting of the

Directors or of a committee comprised of a portion of the Board of Directors may be taken without a meeting if prior consent is obtained in writing setting forth the action taken. It shall be signed by all of the Directors or all members of the committee, as the case may be.

Article V

Committees

Section 1. **Executive Committee:** The Executive Committee shall be comprised of the officers of the Corporation. Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors subject to the approval and general supervision of the Directors, except that the Executive Committee shall not have within its authority the following matters:

1. The dissolution, merger or consolidation of the Corporation; the amendment of the charter of the Corporation; or the sale, lease or exchange of substantially all of the property and funds of the Corporation.
2. The designation of any committee having and exercising the authority of the Board of Directors or the filling of vacancies in the Board of Directors or in any such committee.
3. The amendment or repeal of the By-Laws or the adoption of new By-Laws.
4. The amendment or repeal of any resolution for the Board of Directors which by its terms shall not be so amendable or appealable.

Article VI

Officers

Section 1. **Titles:** The officers of a corporation shall consist of a President, Vice President, Secretary, and a Treasurer. Except as otherwise specifically provided in the By-Laws, such officers shall have authority and perform such duties as may from time to time be prescribed by the Directors.

Section 2. **Election and Term:** The officers of the corporation shall be elected by the Directors at the January regular meeting. Each officer shall hold office until the next annual meeting and/or until his successor has been elected and qualifies.

Section 3. **Removal:** Any officer or agent may be removed by the Directors whenever, in their judgment, the best interests of the Corporation shall be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

Section 4. **Vacancies:** Vacancies among the officers of the Corporation may be filled by vote of a majority of the Directors at any regular or special meeting.

Section 5. **President:** The President shall preside at all meetings of the Directors and of the Executive Committee. He may perform such acts, not inconsistent with the applicable law or the provisions of the By-Laws as may be generally performed by the President of a Corporation. He shall be an ex-officio member of any committee established under Article V. He may sign and execute all authorized documents in the name of the Corporation. The President shall have other powers and

perform other duties as the Directors shall designate or as may be provided by the applicable law or elsewhere in these By-Laws.

Section 6. Vice President: In the event the President is absent or unable to act, the Vice President shall exercise the powers and perform the duties of the President until the end of the President's term of office. The Vice President shall have such other powers and perform such other duties as may be assigned to him by the President or the Directors. The Vice President shall assume the duties of President in the event of the resignation of the President for the balance of the expired term.

Section 7. Treasurer: The Treasurer, or someone designated by the Board of Directors, shall collect and have custody of all funds and other property of the Corporation and shall keep or cause to be kept full and accurate books or accounts, in accordance with generally accepted accounting procedures. These books shall include a full and accurate chart of accounts recording all receipts and disbursements of the Corporation. The Treasurer, or person designated by the Board of Directors, shall deposit all monies and all other valuable assets in the name of and to the credit of the Corporation in such depository as may be designed by the Board of Directors. They shall be charged with the disbursement of funds for the Corporation and shall render to the Directors at their annual meeting, and on an interim basis at the quarterly meetings, a full written report of all financial transactions as to include a statement to the financial condition of the Corporation.

Section 8. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Directors. He shall give all notices required by these By-Laws. He shall have general charge of the corporate books and records. It will be the Secretary's responsibility to keep a current listing of the Board of Directors, to include their names, addresses, and telephone numbers. He shall sign such instruments as may require his signature and in general shall perform all administrative duties incidental to the operation of the Corporation insofar as such general duties shall be approved by the Board of Directors.

Article VII

General Provisions

Section 1. Waiver of Notice: Whenever any notice is required to be given to any Director under the provision of the By-Laws, the charter of the Corporation or by applicable law, a waiver thereof in writing signed by person(s) entitled to such notice, whether before or after giving the time stated therein, shall be equivalent to giving such notice.

Section 2. Bond: The Directors may by resolution require any or all officers, agents, and employees of the Corporation to give bond to the Corporation at the expense of the Corporation with sufficient sureties conditioned on the faithful performance of the duties of their respective offices or positions and to comply with other conditions which may from time to time be required by the Directors.

Section 3. Fiscal Year: The fiscal year of the Corporation shall be the twelve (12) month period ending on December 31st each year.

Section 4. Audit of the Books: The books and records of the Corporation shall be audited for each fiscal year by an independent auditor to be selected by the Directors.

Section 5. Gender: As used in these By-Laws the masculine pronoun shall include the feminine.

Section 6. Amendments: The By-Laws may be amended or appealed and new By-Laws adopted by affirmative vote of not less than three (3) Directors present at any regular or special meeting of the Board at which a quorum is present; provided that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided for in the By-Laws. At any such meeting, any Director shall be entitled to have his vote cast by proxy, filed at or prior to the meeting with the Secretary.

Section 7. Financial Gain: No part of the net income of the Hilda M. McDonald Foundation, Inc. is to inure to the benefit to any of its officers, Directors, and members.

Section 8. Loans to the Corporation: Any loan documents for the Corporation shall be signed by the President, Secretary, and Treasurer of the Corporation.

Section 9. Dissolution: In the event of dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State, or local government for exclusive public purpose.


Section 10. Deletion: Any article, section, or language of the original articles of incorporation inconsistent with or not included in the amended articles of incorporation are deleted.

The date of adoption of the amendment(s) was: 1-11-2008

Effective date if applicable: date of filing

Adoption of Amendment(s)

There are no members or members entitled to vote on the amendment. The amendment(s) was adopted by the Board of Directors.

Signature 

Jack D. McDonald

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35