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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of Amend

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* BOARD CERT. CIVIL TRIAL LAWYER
* BOARD CERT. BUSINESS LITIGATION
* CERTIFIED CIVIL MEDIATOR

September 29, 2005

Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: Boys & Girls Club of Indian River County, Inc.

Gentlemen:

Enclosed herewith is Amended Articles of Incorporation, together with a check in the amount of \$43.75 to cover the following costs:

Filing fee for Amendment	\$35.00
Certified copy	8.75

Please forward the certified copy at your earliest convenience. If anything additional is needed in order to change the Articles, please contact us. Thank you for your cooperation.

Sincerely yours,



Chester Clem

CC/ybf

Enclosures

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BANKING LAW - BUSINESS, COMMERCIAL & CORPORATE LAW - CIVIL TRIAL PRACTICE - CONSTRUCTION LAW
ESTATE PLANNING - GOVERNMENTAL LAW - INSURANCE LAW - PERSONAL INJURY - PROBATE, WILLS & TRUSTS
REAL ESTATE CLOSINGS - REAL PROPERTY LAW - WRONGFUL DEATH - ZONING & LAND USE LAW

BOYS & GIRLS CLUB OF INDIAN RIVER COUNTY, INC.

Amended Articles of Incorporation

The Corporation, by action of the Board of Directors, did on the 26 day of SEPT, 2005, adopt the amendment to the Articles of Incorporation as set forth herein. This amendment was adopted by the Board of Directors at a meeting for which notice of the proposed amendment was given.

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TALLAHASSEE, FLORIDA

1. The amendment adopted is as follows:

ARTICLE I - NAME

The name of the corporation shall be Boys & Girls Club of Indian River County, Inc.

ARTICLE II - PURPOSE

Section 1 - The purposes for which the corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States law.

Section 2 - Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3 - In accordance with Section 1 and Section 2, the mission of the corporation shall be to help youth of all backgrounds, with special concern for those from disadvantaged circumstances, develop the qualities needed to become responsible citizens and leaders irrespective of race, color, creed or national origin; to receive, invest and disburse funds; and to hold property for the purpose of the corporation.

Section 4 - No part of the income or assets of this corporation shall inure to the benefit of any private individual or member.

Section 5 - This Corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

ARTICLE III - MEMBERSHIP

Membership shall be as provided in the Bylaws. Until changed by the Bylaws, the members of the corporation shall be the members of the Board of Directors.

ARTICLE IV – MEETINGS

All meetings of the membership and Board of Directors shall be as provided in the Bylaws.

ARTICLE V – BOARD OF DIRECTORS

The business, property and affairs of the corporation shall be managed by a board of directors, which shall have the power to initiate and approve plans and programs for the welfare of Boys & Girls Club members; have custody and management of the land, buildings, equipment, securities and all other properties of the corporation; adopt the annual budget of the corporation; borrow money; raise and disburse funds; invest and reinvest funds of the corporation; sell, buy and exchange properties and securities of the corporation; make contracts; appoint the president & CEO and appoint, or delegate the power to appoint, other employees of the corporation; perform all other duties and have such other powers as may be necessary to carry out the purpose of the corporation.

The number of directors shall be set forth in the Bylaws, but shall not be less than 5. The duties, term and method of election of the Directors shall be as provided in the Bylaws.

ARTICLE VI – OFFICERS

The officers of the corporation shall be a Chairman, three (3) Vice-Chairmen, a Treasurer and a Secretary. The duties, term and manner of election of the officers shall be as provided in the Bylaws.

ARTICLE VII – PRESIDENT AND CHIEF EXECUTIVE OFFICER (CEO)

The Board of Directors shall appoint a President and Chief Executive Officer (CEO) of the Corporation who shall be the same person unless otherwise specified by the Board of Directors. The duties and responsibilities of the President and CEO shall be as determined by the Board of Directors.

ARTICLE VIII – USE OF ASSETS ON DISSOLUTION AND USE OF INCOME

Section 1 - In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

Section 2 - The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual.

ARTICLE IX – TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE X – AMENDMENTS

These Articles may be amended by a majority of the members present at a regular or special meeting called for that purpose provided notice of the proposed change is given in the notice of meeting at least ten (10) days prior to the meeting.


As Chairman, Board of Directors

Attest:


Secretary of Corporation