

N00000000/582

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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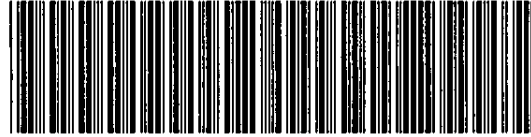
(Business Entity Name)

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February 18, 2016

**Amendment Section  
Florida Dept. of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314**

Together we enclosure the proper forms to amend the articles of Incorporation  
Enclosed is the complete form and the check for the amount of \$43.75 which include the fee and the  
Certified copy.

Thank you for your cooperation

Kinds Regards

Paul A Kelly  
President

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 FEB 22 1:12 PM

**NAME OF CORPORATION:** South Palm Beach County Chapter of the National Parkinson Foundation

**DOCUMENT NUMBER:** N00000001582

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

Please return all correspondence concerning this matter to the following:

Robin Miller

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Firm/ Company)

21301 Powerline Road Suite 300

\_\_\_\_\_  
(Address)

Boca Raton, FL 33488-0145

\_\_\_\_\_  
(City/ State and Zip Code)

RMiller@npfsouthpalmbeach.org

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

For further information concerning this matter, please call:

Robin Miller - Executive Director

561

962-1702

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 checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 FEB 22 1:12 PM

Articles of Amendment  
to  
Articles of Incorporation  
of

South Palm Beach County Chapter of the National Parkinson Foundation, INC

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

N00000001582

(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:**

*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)

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

**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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

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

Article I. NAME The name of the organization is: South Palm Beach County Chapter of the National Parkinson Foundation

Article II. AFFILIATION The South Palm Beach County Chapter (SPBCC) is an affiliate of the National Parkinson

Foundation headquartered in Miami, Florida, and agrees to operate pursuant to the affiliation agreement between

the National Parkinson Foundation and the South Palm Beach County Chapter Inc. that is retained in the records

of the SPBCC .

Article III. JURISDICTION The jurisdiction of SPBCC shall be, but is not limited to, Central Broward County to

Vero Beach, Florida.

Article IV. LOCATION The location of the principal office shall be determined by the board of Directors

Article V. MISSION Provide Wellness activities and educational programing to our members enhancing life for patients

and caregivers of PD.

Article VI. MEMBERSHIP There shall be two (2) classes of members as follows: Individual Voting Members:

Those individuals selected to serve as Directors shall be the only voting members of the Organization.

Non-Voting Members: Non-voting membership in the Organization shall be open to all individuals who

are impacted by or who have an interest in PD and who pay all applicable membership fees established

from time-to-time by the board of Directors.

Voting. Directors are the only voting Members. When needed, voting Members may vote by use of

authorized communications equipment pursuant to procedures adopted by the Directors for the use of the

equipment that permits the Organization to verify that a person is a member and to maintain a record of

any vote.

Article VII. BOARD OF DIRECTORS SPBCC shall be governed by a board of Directors, who serve without pay.

All Directors have a fiduciary responsibility to act on behalf of and in the interest of the community that SPBCC represents.

Under no circumstances shall any director represent or commit SPBCC for his or her personal benefit and all

Directors will complete a Conflict of Interest form to be kept on file.

### **Section 1. COMPOSITION**

The board of Directors shall consist of at least eight (8) but no more than fifteen (15) persons.

### **Section 2. QUORUM**

Except as otherwise may be provided by law or by the Articles of Incorporation, ten (10) Members present in person or represented by proxy, shall constitute a quorum. In all matters the affirmative vote of a majority of the Members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the Articles of Incorporation or these Bylaws. If, however, any such quorum should not be present at any meeting, a majority of the Members present in person or represented by proxy shall have power successively to adjourn the meeting, without notice to any Member other than announcement of the time and place at the meeting at which the adjournment is taken.

### **Section 3. SELECTION/ELECTION**

Directors will be elected by majority vote of the board of Directors. Election of new board Members will take place at the board meeting closest to the end of the fiscal year and will take effect at the beginning of the new fiscal year or when a vacancy occurs.

### **Section 4. TERM OF OFFICE**

The term of office for a Director shall be two (2) years. A Director may be reelected for up to three (3) consecutive terms. Generally, no Director shall serve on the board for more than six (6) years; however, if deemed desirable by a majority of the board, a Director may be reelected on a year-to-year basis following the completion of their sixth year of service.

### **Section 5. MEETINGS**

The board of Directors shall meet at least four (4) times a year for regular/general meetings. These meeting dates shall be fixed by resolution of the board.

Special member meetings may be held for any purpose or purposes and may be called by the President, any three executive officers, or by ten or more Members. Such written request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting, unless the transaction of other business is consented to by the Members.

If a vote of the board is needed between meetings of the Board, information regarding the question will be sent to all Members by email or by surface mail. For such a motion to pass, a simple majority of the entire board membership must vote in favor of the motion. This vote can be done via mail service, e-mail, or other electronic means.

Members of the board may participate in a meeting of the board by means of a telephone conference or similar communications equipment by which all persons participating can hear each other at the same time, and participation by these means will constitute presence in person at a meeting.

### **Section 6. REMOVAL/RESIGNATION**

Removal. Directors may remove for cause any Director by a two-thirds (2/3) vote of the Directors present at the meeting of the Board of Directors called for such purpose and at which a quorum is present. In the event that any Director fails to attend three (3) consecutive meetings of the Board, or who is absent from four (4) or more Board meetings in a twelve (12) month period, that

Director shall be requested by the secretary of the Board to provide a written affirmation of intent to serve. In the event that the Director provides such written affirmation to serve but fails to attend the next meeting of the Board or fails to attend at least three (3) of the next four (4) meetings, the Director will be considered to have resigned. Any Director who fails to respond when contacted to provide an affirmation of intent to serve will also be considered to have resigned. The board Chair will cause a written notice by email or regular mail to be delivered to any resigning Director thanking the Director for the Director's service. Any Director who is removed or resigns is no longer a voting member.

#### **Section 7. FUNDRAISING COMMITMENT**

Each member of the board of Directors of SPBCC as a condition to serving as a member of the Board, shall agree to use their best efforts to and to devote a reasonable amount of time exclusively to a good faith attempt to successfully contribute or solicit and obtain contributions for SPBCC. Contributions such as non-event donations, grants and other tangible additions to the balance sheet shall all be counted. Each board Member shall be responsible for maintaining accurate records of their fundraising efforts, including the name, address, telephone and email address of each donor and the date and amount of each donation.

### **Article VIII. EXECUTIVE COMMITTEE**

The Executive Committee members are the Officers of the organization. They shall be members of the board of Directors, shall be limited by the same term limits as the board and shall consist of a chairman, vice-chairman, and secretary and treasurer. They shall be elected by the board of Directors and shall serve for their term of office, unless they resign or are replaced by a vote of two-thirds (2/3) of the remaining Directors.

#### **Section 1. CHAIRMAN / PRESIDENT**

The chairman shall preside at all meetings of the board of Directors; shall solicit views about board agenda subjects and develop the agendas for the board meetings; and shall maintain regular direct contact with all board Members.

#### **Section 2. VICE-CHAIRMAN / VICE PRESIDENT**

The vice-chairman shall act as chairman in the chairman's absence. In the event the Chairmanship becomes vacant, the Vice-Chair will become acting chairman until the end of the current fiscal year.

#### **Section 3. SECRETARY**

The secretary shall give, or cause to be given, all notices required by law or by these bylaws. They shall record the minutes of the meetings of Directors in a book to be kept for that purpose. It will be the responsibility of the Executive Director to file the approved minutes in the SPBCC offices and maintain this set of information for at least five (5) years. He or she shall affix the corporate seal to all instruments requiring it, when authorized by the Directors or the chairman, and shall attest the same. These duties may be delegated to the Executive Director as is necessary and feasible. The secretary shall participate in the execution of all documents requiring the attestation of the secretary's signature.

#### **Section 4. TREASURER**

The treasurer shall serve as the chief financial officer of the organization. As such, the treasurer's duties include: the presentation of the organization's annual budget for approval of the board of Directors; responsibility for oversight of the books of account and the funds on behalf of the organization; monitor Foundation expenses through interaction with SPBCC office; quarterly



financial statements; annual auditor report; and the signing of checks as required by Policies and Procedures manual. These duties may be delegated as is necessary and feasible. The treasurer shall participate in the execution of all documents requiring the attention of the treasurer's signature including bank accounts.

#### **Article IX. AGENTS AND REPRESENTATIVES**

The President on behalf of board of Directors may appoint such agents and representatives of the SPBCC with such powers and to perform such acts or duties on behalf of the SPBCC as the board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

#### **Article X. HONORARY BOARD OF GOVERNORS**

The board of Directors may appoint an honorary board of governors composed of those whom the board wishes to honor and who desire to assist the organization in pursuing its mission. Members of the honorary board of governors shall serve for an indefinite term at the discretion of the board of Directors.

#### **Article XI. COMMITTEES**

The board shall create standing or other committees or task forces as the board may determine from time to time and describe in its policies. There will be an executive committee comprised of the chairman, the vice-chairman, the secretary and the treasurer who are authorized to make decisions for the organization between board meetings pending board ratification.

##### **Section 1. STANDING COMMITTEES**

Standing committees may be made up of board Members and non-board members with the Chair of each standing committee being a board Member. All committee Chairs will be selected by the President. Committee Chairs will select committee members. The Standing committees may include:

1. *Finance/Audit Committee:* The Committee will oversee and advice board on financial interests of SPBCC the Treasurer will serve as committee chair.
2. *Nominations Committee:* The Committee oversees the search and selection of qualified potential board members. It shall prepare a slate of candidates to be voted on at the annual board meeting each year.
3. *Fundraising/ Development Committee:* The Committee will formulate plans, policies and procedures for raising funds for SPBCC and will work to ensure the receipt of funds that allow the continuation of the mission.
4. *Program Committee:* The Committee shall be responsible for the oversight and planning of all symposia, support and exercise programs and all educational activities in support of the mission of SPBCC.
5. *Communications/Public Relations Committee:* The Committee shall provide policy, guidelines and procedures for branding and community communications for SPBCC.

#### **Article XII. FISCAL YEAR**

The fiscal year for SPBCC shall be from January 1 to December 31

#### **Article XIII. INDEMNIFICATION**

In carrying out the powers and duties granted to and imposed upon them under or by virtue of these bylaws, the Directors, officers, and employees of the SPBCC shall be indemnified against and held harmless from personal liability for any expense, damage and/or loss (including reasonable attorneys' fees) arising out of or resulting from their acts or failures to act, except to the extent that such loss or damage may be occasioned by their willful misconduct.

#### **Article XIV. DISSOLUTION**

The board of Directors will, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization, or to organizations dedicated to educational and/or scientific purposes for Parkinson's disease and qualifying as exempt under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Statute), as the board of Directors shall determine.

#### **Article XV. AMENDMENT OF BYLAWS**

These bylaws may be amended at anytime by a quorum vote of the board of Directors.

#### **CERTIFICATION**

These BYLAWS were approved and adopted by a majority vote of the board of Directors on February 17, 2016 REVISED

The date of each amendment(s) adoption: February 17, 2016, if other than the date this document was signed.

Effective date if applicable: February 17, 2016  
(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 February 17, 2016

Signature Paul A Kelly  
(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)

Paul A Kelly  
(Typed or printed name of person signing)

President  
(Title of person signing)