

07/31/2001 12:23

850-763-7635

HARRISON SALE MCCLOY

PAGE 02/11

Division of Corporations

https://cfssl1.dos.state.fl.us/s/aps/efilecovr.exe

N00000002675

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000085895 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : HARRISON, SALE, MCCLOY & THOMPSON
Account Number : 076630000526
Phone : (850) 769-3434
Fax Number : (850) 769-6121

01 JUL 31 PM 3:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

KREWE OF MASSALINA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$43.75

AM + Related
7/31
JLG

Electronic Filing Menu

Corporate Filing

Public Access Help

07/30/2001 4:52 PM



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 31, 2001

KREWE OF MASSALINA, INC.
P.O. BOX 347
PANAMA CITY, FL 32402

SUBJECT: KREWE OF MASSALINA, INC.
REF: N00000002675

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Attn. #: HD1000085895
Letter Number: 101A00044232

FAX AUDIT #H01000085895 0

RESTATED ARTICLES OF INCORPORATION
WITH AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
KREWE OF MASSALINA, INC.
A Florida Not-for-Profit Corporation

FILED
01 JUL 31 PM 3:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Florida Statutes, §607.1007, and with the unanimous approval of the Members of the Corporation (Krewe of Massalina, Inc., hereinafter, the "Corporation"), the Board of Directors of the Corporation adopts the following Restated Articles of Incorporation with Amendments to its Articles of Incorporation, which accurately copies the Articles of Incorporation and all amendments thereto that are in effect to date, and as further amended by such Restated Articles of Incorporation.

WHEREAS, the Articles of Incorporation and all amendments and supplements thereto are restated as follows:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is KREWE OF MASSALINA, INC., with its principal place of business at 123 Beach Drive, Panama City, Florida 32401, and mailing address of P.O. Box 347, Panama City, Florida 32402.

ARTICLE II
COMMENCEMENT OF CORPORATION EXISTENCE

The corporation shall commence corporate existence immediately upon filing of these Articles and acceptance by the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

ARTICLE III
PURPOSES

The specific and primary purpose for which this corporation is formed is to provide financial support to the music and fine arts programs in Bay County schools, such assistance shall be accomplished by conducting fundraising activities (including those that promote the cultural traditions of Mardi Gras), soliciting donations, and charging membership dues.

ARTICLE IV
BOARD OF DIRECTORS

The corporation shall have nine (9) Directors. The business and property of the corporation shall be managed and controlled by the Board of Directors. The number of directors may be set from time to time by the By-Laws, except that the number shall at no time be less than three.

ARTICLE V
BOARD OF DIRECTORS

The names and addresses of the Board of Directors and officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
William Smith	123 Beach Drive Panama City, FL 32401	Director	President
Janet Kessler	2801 W. 11 th Street Panama City, FL 32401	Director	Secretary
Gloria Neal	P.O. Box 0463 Fountain, FL 32438	Director	Treasurer
Pat Fagot	614 Flight Avenue Panama City, FL 32401	Director	

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

Gerry Dio Chan	746 Harmon Avenue Panama City, FL 32401	Director
Edward Martin	1904A Tyndall Drive Panama City, FL 32401	Director
Kathryn Miller	1009 LaPaloma Terrace Panama City, FL 32401	Director
Arlene Smith	123 Beach Drive Panama City, FL 32401	Director
Mark DeShields	609 E. 2 nd Street Panama City, FL 32401	Director

ARTICLE VI
PROHIBITED ACTIVITIES

The corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director or officer of the corporation, (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation, or shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate of public office.

ARTICLE VII
BY-LAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors; provided, however, that no amendment shall authorize the Directors to conduct the affairs of this corporation in any manner or for any purpose contrary to the provisions of

Franklin R. Harrison Florida Bar # 142350 Harrison, Sale, McCloy, Thompson & Harrison P.O. Box 1579 Panama City, Florida 32402 (850) 769-3434 FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

§501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. An amendment of the provisions of this Article VII (or any amendment of it) will be valid only if and to the extent that such amendment further restricts the Directors' amending power.

ARTICLE VIII INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of the majority of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-Laws; provided, however, no amendment shall authorize the Directors to conduct the affairs of this corporation in any manner or for any purpose contrary to the provisions of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. An amendment of the provisions of this Article IX (or any amendment of it) will be valid only if and to the extent that such amendment further restricts the amending power as stated herein.

ARTICLE X INCORPORATOR

The name and street address of the person signing these Articles on behalf of the Board of Directors is the corporate Secretary, Janet Kessler, whose address is 2801 W. 11th Street, Panama City, Florida 32401.

Franklin R. Harrison Florida Bar # 142350 Harrison, Sale, McCloy, Thompson & Harrison P.O. Box 1579 Panama City, Florida 32402 (850) 769-3434 FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

ARTICLE XI
REGISTERED AGENT


The name of the registered agent of this corporation is Janet Kessler, located at 2801 W. 11th Street, Panama City, FL 32401.

ARTICLE XII
APPOINTMENTS

The method of election of directors is as stated in the By-laws.

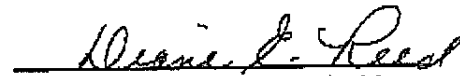
Executed this 30th day of July, 2001.

KREWE OF MASSALINA, INC.


By Janet Kessler
Title Secretary

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of July, 2001, by Janet Kessler, Secretary of Krewe of Massalina, Inc., a Florida not-for-profit corporation, who is personally known to me and who did not take an oath.


Notary Public - State of Florida



Dione E. Reed
MY COMMISSION # CC941391 EXPIRES
June 27, 2004
BONDED THRU TROY FARM INSURANCE, INC.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

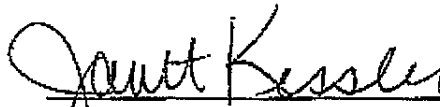
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that KREWE OF MASSALINA, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 123 Beach Drive, Panama City, Florida 32401, has named Janet Kessler, located at 2801 W. 11th Street, Panama City, Florida 32401, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



JANET KESSLER
Registered Agent

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

CERTIFICATE PURSUANT TO F.S. SECTION 607.1007(4)
OF
KREWE OF MASSALINA, INC.
a Florida not-for-profit corporation
(the "Corporataion")

This Certificate is submitted pursuant to F.S., section 607.1007(4), in connection with the filing by the Corporation of Restated Articles of Incorporation to the Articles of Incorporation for Krewe of Massalina, Inc., effective as of the 30th day of July, 2001 (the "Restated Articles").

WHEREAS, the Restated Articles contain amendments to the articles which required approval by the Members of the Corporation, accordingly, the information required by F.S., section 607.1006 is as follows;

1. Name. The name of the Corporation is Krewe of Massalina, Inc.

2. Text of Amendments Adopted. The following amendments to the original Articles of Incorporation were unanimously approved by the Members of the Corporation and the Board of Directors of the Corporation:

A. Article III of the Articles of Incorporation was amended to change the purpose of the Corporation. The original text of Article III was deleted and replaced in its entirety with the following

"The specific and primary purpose for which this corporation is formed is to provide financial support to the music and fine arts programs in Bay County schools, such assistance shall be accomplished by conducting fundraising activities (including those that promote the cultural traditions of Mardi Gras), soliciting donations, and charging membership dues."

B. Article VII of the Articles of Incorporation was amended to restrict the rights of the Board of Directors such that no amendment could be adopted which would result in the conduct of the Corporation's business in violation of any provision of Section 501(c)(3) of the Internal Revenue Code. The full text of the Article, as amended is set out as follows, and the text added by the amendment is underlined:

"Except as otherwise provided by law, the power to adopt, alter, amend or repeal the By-

Franklin R. Harrison Florida Bar # 142350 Harrison, Sale, McCloy, Thompson & Harrison P.O. Box 1579 Panama City, Florida 32402 (850) 769-3434 FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

Laws shall be vested in the Board of Directors; provided, however, that no amendment shall authorize the Directors to conduct the affairs of this corporation in any manner or for any purpose contrary to the provisions of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. An amendment of the provisions of this Article VII (or any amendment of it) will be valid only if and to the extent that such amendment further restricts the Directors' amending power"

C. Article IX of the Articles of Incorporation was amended to restrict the rights of the Members such that no amendment could be adopted which would result in the conduct of the Corporation's business in violation of any provision of Section 501(c)(3) of the Internal Revenue Code. The full text of the Article, as amended is set out as follows, and the text added by the amendment is underlined:

"These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of the majority of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-Laws; provided, however, no amendment shall authorize the Directors to conduct the affairs of this corporation in any manner or for any purpose contrary to the provisions of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. An amendment of the provisions of this Article IX (or any amendment of it) will be valid only if and to the extent that such amendment further restricts the amending power as stated herein."

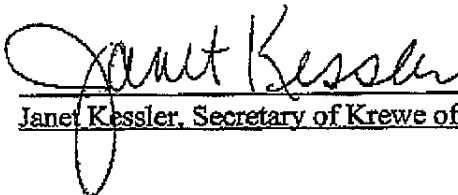
3. Date of Adoption of Each Amendment. The date of the adoption of each amendment set forth above is July 30, 2001.

4. Approval of Amendments. The provisions of the Articles of Incorporation amended as set forth above were unanimously adopted at a meeting of the shareholders of the Corporation on July 30, 2001. The number of votes cast for the amendments by the members of the Corporation was sufficient for approval of the amendments.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
FAX AUDIT # H01000085895 0

FAX AUDIT #H01000085895 0

This Certificate is made by the Secretary of the Corporation on this 30th day of July, 2001.



Janet Kessler, Secretary of Krewe of Massalina, Inc.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1575
Panama City, Florida 32402
(850) 769-3434
FAX AUDIT # H01000085895 0