

NO1000009046

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(Address)

(Address)

(City/State/Zip/Phone #)

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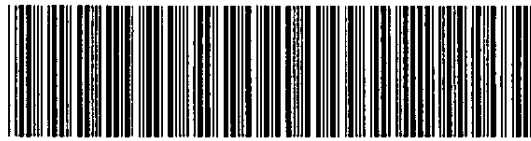
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TALLAHASSEE, FLORIDA

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9-30-09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Green Cove Springs Merchants Association, Inc.

DOCUMENT NUMBER: N 01000009046

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

Please return all correspondence concerning this matter to the following:

Kendall Thomas, Secretary
(Name of Contact Person)

Green Cove Springs Merchants Association, Inc.
(Firm/ Company)

401 Bay Street
(Address)

Green Cove Springs, Florida 32043
(City/ State and Zip Code)

For further information concerning this matter, please call:

Kendall Thomas, Secretary at (904) 529 – 9062
(Name of Contact Person) (Area Code & Daytime Telephone Number)

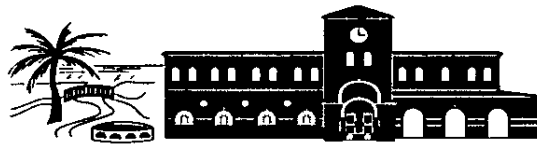
Enclosed is a check for the following amount made payable to the Florida Department of State:

<input type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input checked="" 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)
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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

**GREEN COVE SPRINGS
MERCHANTS ASSOCIATION, INC.**



401 Bay Street, Green Cove Springs, FL 32043

Florida Dept. of State
Division of Corporations
Attn: Carol Mustain, Regulatory Specialist II
PO Box 6327
Tallahassee, FL 32314

Re: Doc. # N-01000009046
Letter #: 209A00020501

Dear Ms. Mustain,

Thank you for your letter. We would like to close out this matter.

Please note, the original incorporators have not been changed. The same sixteen (16) names are the same on the original Articles and the Amended Articles. The names were put in alphabetical order; perhaps that caused some confusion.

Please see if this meets your requirements.

We removed the documents which you did not require (bylaws, etc.)

Please note, you will see in your records that we already paid the fee; the check has been cashed by the State.

Thank you for your kind attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Kendall Thomas".

Kendall Thomas

Secretary/Director



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 17, 2009

KENDALL THOMAS
P.O. BOX 415
GREEN COVE SPR, FL 32043

SUBJECT: GREEN COVE SPRINGS MERCHANTS ASSOCIATION, INC.
Ref. Number: N01000009046

We have received your document for GREEN COVE SPRINGS MERCHANTS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Bylaws are not filed with this office. Please retain them for your records.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 209A00020501

Articles of Amendment
to
Articles of Incorporation
of

Green Cove Springs Merchants Association, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N 01000009046
(Document Number of Corporation (if known))

FILED
09 SEP 30 AM 10:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

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: **N/A**

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: **401 Bay Street**
(Principal office address MUST BE A STREET ADDRESS) **Green Cove Springs**
Florida 32043

C. Enter new mailing address, if applicable: **401 Bay Street**
(Mailing address MAY BE A POST OFFICE BOX) **Green Cove Springs**
Florida 32043

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: **N/A**

Name of New Registered Agent: _____

New Registered Office Address _____

(Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent: **N/A**

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: N/A
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<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)

Please see attached for additional pages and full document. The amendment purposes are to 1) bring the document in line with the format recommended by the State of Florida, and 2) properly reflect the non-profit purposes for a business league as required by the Internal Revenue Code 501(c)(6) section. In summary:

Article 1: Amended to remove the address and place it in Article 2.

Article 2: To properly record the principal place of business and the mailing address. The incorporation duration has been moved to Article 8.

Article 3: Amended to come into compliance with the IRC 501(c) (6) requirements for a non-profit business league.

Article 4: No change.

Article 5: The registered agent information has been moved unchanged from Article 13.. Original language has been stricken – director duties fully defined in the By-Laws of the corporation.

Article 6: The incorporator information has been moved unchanged from the original Article 14. The original language has been stricken; membership requirements fully defined in the By-Laws of the corporation.

Article 7: Original officer/director information moved unchanged from Article 11. Original language stricken – membership and amendments fully defined in the By-Laws of the corporation.

Article 8: Original duration and effective date and moved unchanged from Article 2. The original language stricken; officer/director elections fully defined in the By-Laws of the corporation.

Article 9: Never existed in the original document – was a typing error.

Article 10: Stricken – elections fully defined in the By-Laws of the corporation.

Article 11: Stricken – original officer/director information moved unchanged to Article 7.

Article 12: Stricken – amendments fully defined in the By-Laws of the corporation.

Article 13: Stricken – registered agent moved unchanged to Article 5.

Article 14: Stricken – incorporator information moved unchanged to Article 6.

RESTATED
**ARTICLES OF INCORPORATION
OF THE
GREEN COVE SPRINGS MERCHANTS ASSOCIATION, INC.**
(A Corporation Not for Profit)
As Amended April 14, 2009

Article One
Name

The name of this Corporation is Green Cove Springs Merchants Association, Inc. (GCSMA).

Article Two
Address

The principal (physical) place of business is:
103 Magnolia Avenue
Green Cove Springs, Florida 32043

The mailing address is:
P.O. Box 415
Green Cove Springs, Florida 32043

Article Three
Non-Profit Purposes

The specific non-profit purposes of the GCSMA shall be:

1. To promote the improvement of business conditions within the City of Green Cove Springs and Clay County to benefit the merchant members and the surrounding community.
2. To promote higher business standards and better business methods of the merchant members.
3. To promote the cooperation between merchants and to create a business-to-business network to encourage cross-promotion.
4. To represent the interests of business owners before local and county government.
5. To provide education on topics of interest that will benefit business growth and development.

Article Four
Non-Stock Corporation

The Corporation shall be non-stock and no dividends shall be declared or paid to the members thereof. The Corporation does not contemplate pecuniary gain or benefit to the individual members, directors, or officers thereof.

Article Five
Registered Agent

The registered agent for this corporation and his physical, not post address, shall be as follows:

L.J. Arnold III, Esquire, 718 North Orange Avenue, Green Cove Springs, Florida 32043

Article Six
Incorporators

The names and residences of the persons, 16 in number, forming this Corporation are as follows:

L. J. **Arnold II**, 718 North Orange Avenue, Green Cove Springs, FL 32043
Rosalind **Arnold**, One Elmore Street, Green Cove Springs, FL 32043
Bonita D. **Dasher**, 3969 Susan Drive, Green Cove Springs, FL 32043
Gary **Douylliez**, 511 Myrtle Avenue, Green Cove Springs, FL 32043
Donald **Fullerton**, 818 Pine Street, Green Cove Springs, FL 32043
Mary **Fullerton**, 818 Pine Street, Green Cove Springs, FL 32043
Pam **Gause**, 1572 Linkside Drive, Orange Park, FL 32073
William **Gause**, 1572 Linkside Drive, Orange Park, FL 32073
Tim **Hewitt**, 3079 Anderson Road, Green Cove Springs, FL 32043
John B. **McCabe**, 407 Walnut Street, Green Cove Springs, FL 32043
Mrs. **McCabe**, 407 Walnut Street, Green Cove Springs, FL 32043
Bonnie **Plumlee**, 4744 Highway 15 A, Green Cove Springs, FL 32043
Cindy **Schnall**, 3355 Claire Lane, #813, Jacksonville, FL 32223
Jeff **Short**, 4135 Highway 17 South, Green Cove Springs, FL 32043
Rick **Wolber**, 1494 Park Avenue, Orange Park, FL 32073
Pam **Wolbert**, 1494 Park Avenue, Orange Park, FL 32073

Article Seven

Officer's/Director's Names and Residences

The names and addresses of the initial officers/directors of the corporation are as follows:

President/Director:	Bonnie Plumlee, 4744 Highway 15A, Green Cove Springs, FL 32043
Vice President/Director:	Gary Douylliez, 511 Myrtle Avenue, Green Cove Springs, FL 32043
Secretary/Director:	Cindy Schnall, 3355 Claire Lane, #813, Jacksonville, FL 32073
Treasurer/Director:	Pam Gause, 1572 Linkside Drive, Orange Park, FL 32073

Article Eight

Effective Date and Duration

The period of duration of this Non-Profit Corporation shall be perpetual with a commencement date of January 1, 2002.

The date of each amendment(s) adoption: April 14, 2009

Effective date if applicable: April 14, 2009
(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(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 September 14, 2009

Signature Phyllis A. Vancas
(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)

Phyllis Vancas
(Typed or printed name of person signing)

President
(Title of person signing)