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BASIC AMENDMENT

FRIENDS OF SANDI TELLEX INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 4, 2004

FRIENDS OF SANDI TELLEX INC.
6270 107TH PLACE SOUTH
BOYNTON BEACH, FL 33437

SUBJECT: FRIENDS OF SANDI TELLEX INC.
REF: N02000002840

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

Please accept our apology for failing to mention this in our previous letter.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please remove any reference to "shareholders" in the document.

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) 245-6027.

Michelle Milligan
Document Specialist

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Thanks that I knew from the Internet form but followed your prior letter. Thanks JH

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 2, 2004

FRIENDS OF SANDI TELLEX INC.
6270 107TH PLACE SOUTH
BOYNTON BEACH, FL 33437

SUBJECT: FRIENDS OF SANDI TELLEX INC.
REF: N02000002840

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

The current name of the entity is as referenced above. Please correct your document accordingly.

Please note that there is not a comma after the word "TELLEX" in your original filing. If you would like to have the comma, we can file this document as a name change as well, however you must remove the comma from the name in the heading of the articles of amendment.

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.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not

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Glenda E. Hood
Secretary of State

required.

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Michelle Milligan
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRIENDS OF SANDI TELLEX INC.
(a Florida Not for Profit Corporation)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following Articles I through XVI are being filed to replace the prior Articles filed on April 18, 2002 in their entirety, as follows:

ARTICLE I - NAME

The name of the corporation shall be "FRIENDS OF SANDI TELLEX, INC." (hereinafter referred to as the "Corporation").

ARTICLE II - CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Corporation is: 6270 107th Place South, Boynton Beach, FL 33437.

ARTICLE IV - PURPOSES

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

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B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

ARTICLE V - MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of eight (8) or more members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VI - BOARD OF DIRECTORS

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

<u>Name</u>	<u>Address</u>
(1) Henry W. Stevens	8788 Pioneer Rd., West Palm Beach, FL 33411
(2) Maureen Stevens	8788 Pioneer Rd., West Palm Beach, FL 33411
(3) Judith A. Quartullo	1211 Olympic Circle, West Palm Beach, FL 33413
(4) Sheila Ingman	6270 107 th Place South, Boynton Beach, FL 33434
(5) Peggy Sidaway	437 Pine Glen, Lake Worth, FL 33463
(6) Phyllis Bramuchi	451 Pine Villa Dr., Atlantis, FL 33462
(7) Jim Bramuchi	451 Pine Villa Dr., Atlantis, FL 33462
(8) Barbara Dairyberry	1744 N. Lakeside Dr., Lake Worth, FL 33460
(9) Cathy Hilgendorf	724 N. Atlantic Drive, West Palm Beach, FL 33460
(10) Tracy Conklin	1111 Sandpiper Lane, Lantana, FL 33462
(11) Lorraine Simmons	7155 Lockwood Road, Lake Worth, FL 33467
(12) John Simmons	7155 Lockwood Road, Lake Worth, FL 33467

ARTICLE VII - POWERS

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

ARTICLE VIII - LIMITATIONS

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

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ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Sheila Ingman and the street address of the Corporation's initial registered agent is 6270 107th Place South, Boynton Beach, FL 33434.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of the Corporation is: Sheila Ingman, 6270 107th Place South, Boynton Beach, FL 33434.

ARTICLE XI - CONTRIBUTIONS

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE XII - DISTRIBUTION ON DISSOLUTION

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

ARTICLE XIII - NO MEMBERS

The Corporation shall not have Members.

ARTICLE XIV - DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

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ARTICLE XV - BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation."

SECOND: The date of adoption of the amendments was February 27, 2004.

THIRD: There are no members. The amendments were adopted by the board of directors on February 27, 2004.

The undersigned executes these Articles of Amendment of Articles of Incorporation of FRIENDS OF SANDI TELLEX, INC. this 4th day of March, 2004.


Sheila Ingman, Incorporator

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**CONSENT OF REGISTERED AGENT
OF
FRIENDS OF SANDI TELLEX, INC.**

The undersigned, Sheila Ingman, having been named as registered agent to accept service of process for **FRIENDS OF SANDI TELLEX, INC.**, a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



Sheila Ingman
Registered Agent