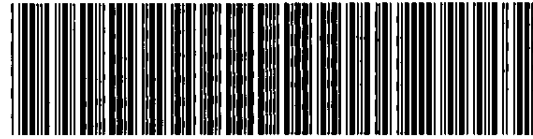


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Amend.



JUN 03 2010

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: MIAMI BEACH GARDEN CLUB

DOCUMENT NUMBER: N03000003680

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

Please return all correspondence concerning this matter to the following:

Richard H. Olsen, Esq

(Name of Contact Person)

(Firm/ Company)

10261 E. Bay Harbor Dr. 11th Floor

(Address)

Bay Harbor Islands, FL 33154

(City/ State and Zip Code)

ols2004@aol.com

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

For further information concerning this matter, please call:

Sue Olsen

(Name of Contact Person)

at (305) 725-4985

(Area Code & Daytime Telephone Number)

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

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is 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

Articles of Amendment
to
Articles of Incorporation
of
MIAMI BEACH GARDEN CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number: N0300003680

Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

ARTICLE I

-Name-

The name of the corporation shall remain **MIAMI BEACH GARDEN CLUB, INC.**

ARTICLE II

-Office-

The principal office address is Miami Beach Botanical Garden, 2000 Convention Center Drive, Miami Beach, Florida 33139

ARTICLE III

-Objective-

In addition to the objects of this organization as set forth in this Amended Articles of Incorporation, the objects of this Club shall be the uniting of its members in an active personal interest in cultivation of plants and flowers, together with the purpose to raise and maintain the highest standards of excellence in all branches of horticulture, by reading, lectures and discussions: to arouse public interest in art and to cooperate with all existing agencies in beautifying the city, and to inaugurate, to sponsor and advise with the constituted authorities in the promotion of the Miami Beach Botanical Garden.

ARTICLE IV

-Amendments-

The Certificate of Incorporation may be Amended through application to the Secretary of State of Florida in accordance with the law, upon affirmative vote of two-thirds of those present and voting provided previous notice has been given that an amendment of the Certificate of Incorporation would be considered at such meeting.

ARTICLE V

-Officers--

The officers of this Club shall be a President, three Vice Presidents, a Corresponding Secretary, a Recording Secretary and a Treasurer.

ARTICLE VI

-Tax Status

Section 1: Not For Profit. The Miami Beach Garden Club is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2: No Benefits to Members. No part of the net earnings of assets of the organization shall enure to the benefit of or be distributed to its members, trustees, officers and other private persons, except the organization is authorized to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing of or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or

(b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code

ARTICLE VII

-Dissolution-

Section 1: Asset Distribution, Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government, for a public purpose. Any such assets not disposed of shall be disposed of by the applicable Court of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII

-Resident Agent-

The Resident Agent shall remain unchanged.

Adoption of Amendments

The amendments were adopted by members and the number of votes cast for the amendments were sufficient for approval.

Dated: May 13, 2010

Signature: Sue Ann Olsen

Printed name of person signing: Sue Ann Olsen

Title: President