

N030000005453

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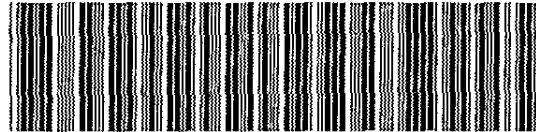
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Thomas Edison & Henry Ford Winter Estates, Inc.

DOCUMENT NUMBER: N03000005453

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

Please return all correspondence concerning this matter to the following:

George H. Knott, Esq.

(Name of Contact Person)

Knott, Consoer, Ebelini, Hart & Swett, P.A.

(Firm/ Company)

1625 Hendry Street, Suite 301

(Address)

Fort Myers, FL 33901

(City/ State and Zip Code)

For further information concerning this matter, please call:

George H. Knott, Esq.

(Name of Contact Person)

at (239) 334-2722

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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☐ \$52.50 Filing Fee
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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
THOMAS EDISON & HENRY FORD WINTER ESTATES, INC.

FILED
07 AUG 16 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number: N03000005453

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED:

ARTICLE VII
Board of Trustees

Section 1. The business affairs of this Corporation shall be managed by the Board of Trustees. This Corporation shall have no less than eleven and no more than twenty one Trustees initially, who shall be appointed according to the manner provided in the Bylaws. The number of Trustees may be increased from time to time, through amendment of the Bylaws, but shall never be less than eleven.

The voting members of the Board of Trustees shall be appointed in the following manner:

Seats 1 through 5 (seat numbers correspond with Ward numbers), each Fort Myers City Council member shall appoint one trustee;

Seat 6, to be appointed by the Lee County Commissioner from District Two;

Seats 7 and 8, to be appointed by the Charles Edison Fund;

Seats 9 and 10, to be appointed by the Edison Ford Winter Estates Foundation with one being the chairperson of the Foundation or his designee;

Seat 11, to be appointed by the Executive Board of the Fort Myers Garden Council which trustee should be active or previously active in the disciplines of horticulture or botany;

Seat 12, to be appointed by the Fort Myers Black History Society which trustee should be active or previously active in the disciplines of history or museum management;

Seat 13, to be appointed by the Lee County Tourist Development Council (TDC) which trustee should be active or previously active in the disciplines of tourism, hotel (motel) management or advertising and marketing;

Seat 14, to be appointed by the President of Edison Community College which trustee should be active or previously active in the disciplines of architecture, business management, banking, or engineering;

Seat 15, to be appointed by the President of Florida Gulf Coast University which trustee should be active or previously active in landscape architecture, archeology, history or botany;

Seat 16, to be appointed by the Executive Board of the Lee County Horizon Council which trustee should be active or previously active in disciplines of accounting, business management, architecture, construction, or engineering;

Seat 17, to be appointed by the Lee County School Board which trustee, shall be an educator, teacher or professor; and

Seat 18, to be appointed by the past presidents of the Fort Myers Woman's Community Club which trustee shall have experience with the Holiday House.

Each trustee shall hold office for the term for which he or she is appointed and until a successor is appointed. The initial trustees for Seats 4-11 shall hold office for two (2) years and the initial trustees for Seats 1-3 and 12-18 shall hold office for three (3) years. After the expiration of the initial term, all appointments will be for a term of two (2) years. Notwithstanding the foregoing, because this is a regional board, at all times, a minimum of twenty percent (20%) of the members of the Board of Trustees shall be residents of Lee County, Florida. At no time, will a

majority of members of the Board of Trustees be both members of the Board of Trustees and the Charles Edison Fund as well as the Edison Ford Winter Estates Foundation.

Section 2. Qualifications. To the extent possible the members of the Board shall possess the experience in law, banking, accounting, tourism, marketing, advertising, historic preservation, museum curation, architecture, engineering, horticultural, botany, attraction management, general contracting and education.

Section 3. The Board of Trustees shall be members of the Corporation.

Section 4. Members of the Board of Trustees shall be appointed and hold office in accordance with the Bylaws.

Section 5. Purposely Omitted.

Section 6. Vacancies. Vacancies in the Board of Trustees shall be filled in the following manner:

The entity that appointed the person vacating the Board of Trustees may nominate a replacement to fill the vacancy. Other nominees may come from the Board of Trustees. The Board of Trustees shall be the sole entity to elect a person to fill the vacancy.

Each person so elected to fill a vacancy shall remain a Trustee until his successor has been elected.

All appointments to the Board of Trustees ("Board") subsequent to the expiration of the trustees' initial terms shall be made with deference given to the ward from which each initial councilperson appointment occurred, to a person within the County of Lee whose interests would represent the County as a whole with respect to the appointment by the Board of County Commissioners, to members of the respective organizations making the initial appointments or to

others whose particular interests or talents would parallel the interest of those organizations and the talents expected there from.

ARTICLE VIII Bylaws

Section 1. The Board of Trustees of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Trustees present, in person or via teleconference, at any regular meeting or any special meeting called for that purpose and where a quorum, as defined in the Bylaws, is present.

Section 3. The Bylaws shall always be consistent with the terms of any lease with the City of Fort Myers for the management of the Estates.

ARTICLE IX Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, where a quorum is present, by a two thirds vote of those present, in person or via teleconference. Members may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. In addition, any Member wishing to appear via teleconference must inform the Corporation's staff forty eight (48) hours prior to each meeting.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

Section 3. All such amendments must be consistent with the Operating/Lease Agreement for the Edison & Ford Winter Estates.

Section 4. Voting may be by voice, show of hand, written, mail, electronic mail (e-mail) ballot or by telephone.

ARTICLE XIV

Distribution of Assets upon Dissolution

Upon the dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

However, if the named recipient, the City of Fort Myers, Florida (a governmental entity), is not then in existence or no longer a qualified to distribute or unwilling or unable to accept the distribution, then the assets of the corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

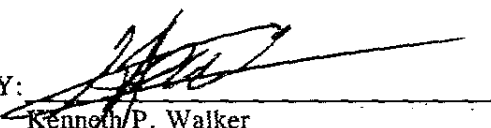
The date of adoption of the amendments was June 1, 2007.

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

Signed this 20 day of June, 2007.

THOMAS EDISON &
HENRY FORD WINTER ESTATES, INC.

BY:


Kenneth P. Walker
Chairman of the Board