

N030000006447

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Amend

01/20/15--01032--007 **52.50

FILED
2015 FEB -9 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR
2/10/15

*00789, 00524, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KEEP BLEAU GREEN COMMITTEE, INC.

DOCUMENT NUMBER: N0300000647

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

Please return all correspondence concerning this matter to the following:

Maribel Casanova

(Name of Contact Person)

ALBERNI CABALLERO & FIERMAN, LLP

(Firm/ Company)

4649 PONCE DE LEON STE. 404

(Address)

CORAL GABLES, FLORIDA 33146

(City/ State and Zip Code)

claudef5@bellsouth.net

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

For further information concerning this matter, please call:

Claude Fabre

(Name of Contact Person)

at (305) 229-0488

(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 type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2015

Maribel Casanova
Alberni Caballero & Fierman, LLP
4649 Ponce De Leon, Suite 404
Cora Gables, FL 33146

SUBJECT: KEEP BLEAU GREEN COMMITTEE, INC.
Ref. Number: N03000006447

We have received your document for KEEP BLEAU GREEN COMMITTEE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is incomplete. The first and third pages are missing. Please fill out the first page of the amendment form with the name of the corporation. If you are not changing any officers please write N/A on the second page of the amendment form.

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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 115A00001471



ALBERNI CABALLERO & FIERMAN, LLP

ACCOUNTANTS • ADVISORS

Alberni Caballero & Fierman, LLP

4649 Ponce de Leon Blvd

Suite 404

Coral Gables, FL 33146

T: 305.662.7272 F: 305.662.4266

ACF-C PA.COM

February 5, 2015

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: KEEP BLEAU GREEN COMMITTEE, INC.
Ref # N03000006447

To whom it may concern;

Please find attached the documents requested on your letter dated January 26, 2015. Please review and let me know if there is anything else I need to send.

Thanking you in advance for your time and consideration.

Best Regards,

Maribel Casanova, Controller
Alberni Caballero & Fierman, LLP

RECEIVED
15 FEB -9 AM 11:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ALBERNI CABALLERO & FIERMAN, LLP

Articles of Amendment
to
Articles of Incorporation
of

KEEP BLEAU GREEN COMMITTEE, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

FILED

2015 FEB -9 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

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:

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:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

N/A

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove		N/A	_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

ARTICLE III-PURPOSE

3.01 Purpose

" The organization was created as a Grassroots Committee with the purpose of opposing large scale building on the two Fontainebleau Park Golf Courses when they were sold to a developer, Keep Bleau Green Committee is recognized by the Miami-Dade Board of County Commissioners as the legitimate representative authorized to act on behalf of the 24,000+ residents of the Fontainebleau Park in reaching an agreement with the developer that would limit the areas of construction and the number and type of units to be built, lessen the impact of new construction on existing communities, avoid overpopulation and protect the welfare and quality of life of all the resident of Fontainebleau Park.

Activities include: Continuous meetings with the developers and residents of Fontainebleau Park in order to reach settlement agreements that would mitigate the negative impact of construction on green areas and encourage residents to attend public hearings at the Board of County Commissioners Auditorium in order to vote on all issues that might affect any of the 44+ HOA and Condominium Associations of Fontainebleau Park.

The Organization is organized exclusively for charitable, educational, religious and scientific purposes under the Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Keep Bleau Green Committee, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **Keep Bleau Green Committee, Inc.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

Keep Bleau Green Committee, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Keep Bleau Green Committee, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Keep Bleau Green Committee, Inc. , any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Keep Bleau Green Committee, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Keep Bleau Green Committee, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Keep Bleau Green Committee, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(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 11/22/14

Signature [Signature]
(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)

JESUS CARLASES
(Typed or printed name of person signing)
PRESIDENT
(Title of person signing)