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COMMUNITY PERFORMING ARTS CENTER

POST OFFICE BOX 4785 · SEASIDE, FLORIDA 32459 · 850-231-3209

August 25, 2004

Via FedEx Next Day Delivery

Amendment Section Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re.: Articles of Amendment Community Performing Arts Center At Seaside, Inc. Document No. N03000008124

To Whom It May Concern:

Please accept the enclosed Articles of Amendment for filing. Also enclosed, please find our company check No. 121 in the amount of \$52.50 representing the filing fee and fees for a Certificate of Status and a Certified Copy of the Articles (a second copy of the Articles of Amendment are also enclosed).

Should you require any additional information, please contact:

John E. Graham Community Performing Arts Center at Seaside, Inc. P.O. Box 4785 Santa Rosa Beach, FL 32459 (850) 231-3209

Thank you, in advance, for your prompt attention to this matter.

Sincerely,

John E. Graham

Co-Project Director

Enclosures

Mary S. Damroth and Richard Storm, co-chairs · Rick Severance, secretary/treasurer · Kent Findley · Phyllis Scruggs · Phyllis Bleiweis · Daryl Davis · Robert Davis · Larry Davis · David Dowler · Marsha Dowler · Shirley Foster · Richard Gibbs · Karen Holland · Craige Hoover · Cindy Meadows · Sherry Mitchell · Lynn Nesmith · David Ott · Tim Pauls · Stacey Reed · Lane Rees · Johnnie Riley-White · Pat Roberts · Joann Saucier · Arl Solotoff · Jennifer Steele · Katy Syko · Pam Tedesco · William Wade



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

September 2, 2004

COMMUNITY PERFORMING ARTS CENTER AT SEASIDE, INC. ATTN: JOHN E. GRAHAM P.O. BOX 4785 SANTA ROSA BEACH, FL 32459

SUBJECT: COMMUNITY PERFORMING ARTS CENTER AT SEASIDE, INC. Ref. Number: N03000008124

We have received your document for COMMUNITY PERFORMING ARTS CENTER AT SEASIDE, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

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) 245-6882.

Maryanne Dickey Document Specialist

Letter Number: 704A00053419

COMMUNITY PERFORMING ARTS CENTER

POST OFFICE BOX 4785 · SANTA ROSA BEACH, FLORIDA 32459 · 850-231-3209

September 13, 2004

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Attn: Maryanne Dickey, Document Specialist Re: Ref. No. N03000008124

Ms. Dickey-

As per your written instructions, enclosed please find the amended documents indicating that none of the members of the Community Performing Arts Center at Seaside, Inc. are entitled to a vote.

We regret the oversight and thank you for calling it to our attention.

If you require further assistance or information, please do not hesitate to contact the office. Thank you for your assistance in this matter.

Best regards-

Kim Turner Assistant Director Seaside Community Foundation

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF COMMUNITY PERFORMING ARTS CENTER AT SEASIDE, INC.

Pursuant to the provisions of Section 671.1006, Florida Statues, this Florida Not For Profit Corporation (the "Corporation") adopts the following amendments to its Articles of Incorporation originally filed on September 16, 2003 and having a document number N03000008124.

I. <u>Dissolution</u>

The Dissolution provisions contained in Article III of the Articles of Incorporation are hereby deleted in their entirety (except for the Article heading and numbering) and replaced with the following language:

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(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 or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, what are organized and operated exclusively for such purposes.

II.

<u>Purposes</u>

The Purposes provisions contained in Article V of the Articles of Incorporation are hereby deleted in their entirety (except for the Article heading and numbering) and replaced with the following language:

The Corporation 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(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

III. Limitation on Activities

The Limitations on Activities provisions contained in Article VI of the Articles of Incorporation are hereby deleted in their entirety (except for the Article heading and numbering) and replaced with the following language:

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No part of the net earnings of the Corporation 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 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 Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other 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.

There are no members or members entitled to vote on these Articles of Amendment. These Articles of Amendment were adopted by the Board of Directors of the Corporation on August 25, 2004 and shall be effective on the date filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREQF, the undersigned officer of the Corporation has executed these Articles of Amendment on <u>Squ. 9</u>, 2004. (

ce, Secretary/Treasurer