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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AOR
12/29/10

Albert C. Eaton
Attorney and Counselor at Law
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December 21, 2010

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation
City of Dunedin Pipe Band, Inc.

Dear Sir:

Enclosed are original and one copy of the Certificate of Amendment of Articles of Incorporation as above captioned, and our check in the amount of \$52.50, representing:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75

When the Certificate of Amendment of Articles of Incorporation has been processed, we would appreciate the return of the certified copy and Certificate of Status to our attention.

Thank you for your consideration in this matter.

Sincerely,



Albert C. Eaton

ACE/as
Enclosures

FILED
CERTIFICATE OF AMENDMENT
OF
CITY OF DUNEDIN PIPE BAND, INC.
A FLORIDA CORPORATION NOT FOR PROFIT
2010 DEC 23 PM 3:18
TALLAHASSEE, FLORIDA

JAMES EVERETT and DANA LEADMON certify that:

1. They are the President and Secretary, respectively, of the CITY OF DUNEDIN PIPE BAND, INC., a Florida corporation Not for Profit.
2. The name of the corporation is:

CITY OF DUNEDIN PIPE BAND, INC.
3. At a meeting of the Board of Directors of the corporation duly held at Dunedin, Florida, on 1 December the 11th, 2010, the following resolution amending the Articles of Incorporation was adopted:

RESOLUTION TO AMEND THE ARTICLES OF INCORPORATION
OF
CITY OF DUNEDIN PIPE BAND, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

RESOLVED, that the Articles of Incorporation of the CITY OF DUNEDIN PIPE BAND, INC., a Florida corporation, Not for Profit, shall be and the same hereby are amended as follows:

1. **Article III** of the Articles of Incorporation is amended as follows:

The corporation shall have perpetual duration.
2. **Article IV** of the Articles of Incorporation is amended as follows:

The corporation is a not for profit corporation. The specific purposes(s) for which the corporation is organized is (are):

To operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to:

(a) Promote, perpetuate and encourage Scottish traditions and heritage in the West Florida area;

(b) Educate, acquaint, instruct and preserve the Scottish arts and culture; and promote the education and performance of Scottish music in particular.

3. **Article V** of the Articles of Incorporation is amended as follows:

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

4. **Article VI** of the Articles of Incorporation is amended as follows:

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, the voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

5. **Article VII** of the Articles of Incorporation is amended as follows:

The street address of the initial registered office of the corporation is 1984 Valley Drive, City of Dunedin, County of Pinellas, State of

Florida. The name of its initial registered agent at such address is Alexander Keith.

6. **Article VIII** of the Articles of Incorporation is hereby added as follows:

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three (3); provided, however, that such number may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

The method of election and term of office of the directors shall be as stated in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

7. **Article IX** of the Articles of Incorporation is hereby added as follows:

The name and address of the incorporator is:

ALEXANDER KEITH

1984 Valley Drive
Dunedin, FL 34698

8. **Article X** of the Articles of Incorporation is hereby added as follows:

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

9. **Article XI** of the Articles of Incorporation is hereby added as follows:

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof.

10. **Article XII** of the Articles of Incorporation is hereby added as follows:

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws.

11. **Article XIII** of the Articles of Incorporation is hereby added as follows:

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

4. The members of the corporation have adopted the above Amendments of the Articles of Incorporation by resolution at a meeting, at which a quorum was present, held at 1920 Pinehurst Road, City of Dunedin, County of Pinellas, State of Florida, on December the 11th, 2010, and that the number of votes cast was sufficient for approval.

5. The wording of the amendment, as set forth in the members' resolution, is the same as that set forth in the Directors' resolution in Paragraph 3 above.

Dated: December the 11th, 2010

ATTEST:


DANA LEADMON
Secretary


JAMES EVERETT
President

(SEAL OF CORPORATION)

