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2008 JUN -6 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*AKR
6/12/08*

COVER LETTER

6/4/08

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NORTH COUNTY ART ASSOCIATION, INC. (NCAA)

DOCUMENT NUMBER: N 05000004922

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

Please return all correspondence concerning this matter to the following:

MEL SCHUMACHER

(Name of Contact Person)

(Firm/ Company)

9906 SE BUTTONWOOD WAY

(Address)

TERRESTA, FL 33469

(City/ State and Zip Code)

For further information concerning this matter, please call:

MEL SCHUMACHER

(Name of Contact Person)

at (561) 306 4081

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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☐ \$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

FILED

2008 JUN -6 AM 10:10

NORTH COUNTY ART ASSOCIATION, INC.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N 05000004922

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE ATTACHED

The date of adoption of the amendment(s) was:

04 JUN 2008 (CURRENT APPROVAL)

Effective date if applicable:

04 JUN 2008

(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 was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Mel Schumacher

(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.)

MEL SCHUMACHER

(Typed or printed name of person signing)

TREASURER

(Title of person signing)

FILING FEE: \$35

PLEASE EXPDITE

**ARTICLES OF INCORPORATION
OF
NORTH COUNTY ART ASSOCIATION, Inc.
(NCAA)**

I, Mel Schumacher, Treasurer, North County Art Association, Inc. respectfully petition the Secretary of State for approval of amended or restated "Articles of Incorporation", as follows:

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be NORTH COUNTY ART ASSOCIATION, INC., and its principal place of business shall be located in the Village of Tequesta, Jupiter, Palm Beach County, Florida.

**ARTICLE II
PURPOSE**

Said corporation 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 the corresponding section of any future United States Internal Revenue Law). Its principal activity shall be to (a) promote a public interest in paintings, etchings, sculpture, and other types of art work in Palm Beach and Martin Counties, Florida, by exhibitions or otherwise; (b) to advance the interests of artists and to encourage public interest in art in such other ways as may seem appropriate; (c) to train, encourage and give opportunity to artists, sculptors, painters, designers and others to practice their talents and arts within the framework of an art group, or solely, and thus bring to the public renewed interest in the creative arts; (d) to further environmental awareness, marine and terrestrial, in support of artistic habitat. The corporation shall have the authority to exercise the powers permitted it under Chapter 617 of the Florida Statutes; provided, however, that the corporation, in exercising any one or more of such powers shall do so only in furtherance of the exempt purpose for which it has been organized, as described in Section 501 (c) 3 of the Internal Revenue Code. All funds whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
MEMBERS**

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. Members of this corporation shall be persons qualified by their acceptance and support of the above stated objectives and purposes; the membership committee, however, shall have the sole and unqualified right to establish reasonable rules and regulations regarding membership. The membership committee shall consist of not less than three and no more than seven members, a majority of whom must be non-director members of the corporation. The said committee shall be appointed annually at the annual January membership meeting, by a majority of the members in attendance. No member or Director shall have any right, title or interest in or to any property of the corporation.

ARTICLE IV DISSOLUTION

This Corporation shall have perpetual existence. In the event of dissolution of the Corporation, however, all of the assets of the said corporation remaining after payment of all outstanding obligations and indebtedness of the Corporation shall be distributed by the Board of Directors, 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 or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. None of the assets will be distributed to any member, officer, director, trustee, or employee of the Corporation.

ARTICLE V LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation: (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article II of these Articles of Incorporation; (b) No part whatever of the activities of the corporation 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; (c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) 3 of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law) or by an organization , contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law); (d) The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE VI DIRECTORS

The number of persons constituting the Board of Directors, who shall serve until the annual meeting held, each year, shall be six persons. The membership, by resolution, may increase or decrease the number of directors, but it shall never be less than three, or more than ten persons. The names and addresses of the persons who are currently serving as directors, until the next annual meeting, as set forth above, shall be as follows:

<u>Name</u>	<u>Address</u>
Gerri Aurre	1721 17 th Ct., Jupiter, FL 33477
Carol Steinberg	139 Sand Pine Rd., Jupiter, FL 33477
Virginia Furey	13222 Saint Tropez Circle, Palm Beach Gardens, FL 33410
Mel Schumacher	9906 SE Buttonwood Way, Tequesta, FL 33469
Kathleen Glover	POB 7006, Jupiter, FL 33468
Betty Laur	260 Riverside Dr., Palm Beach Gardens, FL 33410

The affairs of this corporation shall be managed by an executive committee of five officers who shall be elected annually by the Board of Directors. They shall consist of President, Vice-Presidents, Secretary, and Treasurer. The Board of Directors shall be elected annually by the membership of the corporation. An annual meeting of the membership shall be held on the second Monday in January of each year. An annual meeting of the Board of Directors shall be held immediately following the said annual meeting of the membership.

ARTICLE VII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, no shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII BYLAWS

The by-laws governing this corporation are to be established, made altered and/or rescinded by the members of the Board of Directors.

ARTICLE IX AMMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be approved by the Board of Directors at any meeting, annual or special, by a two thirds vote of such Board members present, providing not less than ten days' notice by mail shall be given to all Board members setting forth the proposed amendment and the time and place of such meeting.