

N05000007994

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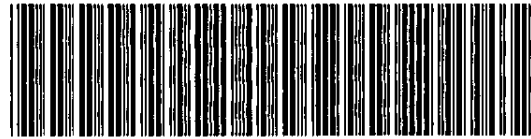
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Northwest Florida Symphony Association, Inc.

DOCUMENT NUMBER: N05000007994

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

Please return all correspondence concerning this matter to the following:

Demetrius Fuller

(Name of Contact Person)

Sinfonia Gulf Coast, Inc.

(Firm/ Company)

P.O. Box 6326

(Address)

Destin, FL 32541

(City/ State and Zip Code)

dfuller290@yahoo.com

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

For further information concerning this matter, please call:

Demetrius Fuller

(Name of Contact Person)

at (850) 269-7229

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

July 27, 2011

DEMETRIUS FULLER
P.O. BOX 6326
DESTIN, FL 32541

SUBJECT: NORTHWEST FLORIDA SYMPHONY ASSOCIATION, INC.
Ref. Number: N05000007994

We have received your document for NORTHWEST FLORIDA SYMPHONY ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 511A00017789

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
NORTHWEST FLORIDA SYMPHONY ASSOCIATION, INC.
Document Number of Corporation: N05000007994

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

AMENDMENT I:

Article I of the original Articles of Incorporation is deleted in its entirety. The name of the Corporation shall henceforth be **Sinfonia Gulf Coast, Inc.** The principal office address and the mailing address of the Corporation shall be as follows:

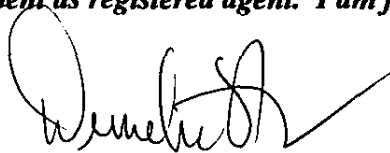
| | |
|---------------------|-------------------------------|
| Mailing Address: | Principal Office Address: |
| Sinfonia Gulf Coast | Sinfonia Gulf Coast |
| P.O. Box 6326 | 495 Grand Boulevard Suite 206 |
| Destin, FL 32550 | Miramar Beach, FL 32550 |

AMENDMENT II:

The new Registered Agent and Office of the Corporation shall be as follows:

Demetrius Fuller
Sinfonia Gulf Coast, Inc.
495 Grand Boulevard, Suite 206
Miramar Beach, FL 32550

Acceptance: I hereby accept the appointment as registered agent. I am familiar with and accept the obligation of the position.



Demetrius Fuller

AMENDMENT III:

The Corporation shall be governed by a self-perpetuating board of directors. The corporation shall not have members.

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CLERK OF DISTRICT COURT
MIRAMAR BEACH, FLORIDA

AMENDMENT IV:

Article IV of the original Articles of Incorporation is deleted in its entirety, and the following is substituted in lieu thereof:

**ARTICLE IV
NUMBER AND ELECTION OF DIRECTORS**

The Corporation shall have a Board of Directors consisting of no less than five (5) members and no more than twenty (20) members. Directors may be removed from office as provided for in the Bylaws. The Board of Directors shall be a self-perpetuating board, with appointment and/or election of new Directors governed by the Bylaws.

The date of the adoption of the above amendments was: June 16, 2011

The above amendments became effective upon adoption.

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

Dated: June 16, 2011
Stacey Brady
Stacey May Brady, President
Sinfonia Gulf Coast

STATE OF FLORIDA

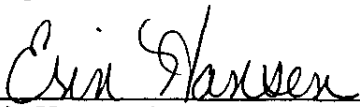
WALTON COUNTY

BOARD RESOLUTION OF NORTHWEST FLORIDA SYMPHONY ASSOCIATION, INC.

BE IT RESOLVED, that pursuant to Fla. Stat. 617.1002, the Board of Directors of the Corporation proposes that the Articles of Amendment attached hereto as Exhibit "A" be submitted to a vote of the Member of the Corporation entitled to vote thereon, and if adopted by said Member, shall become effective immediately upon adoption and shall promptly be filed with the Florida Department of State; and

BE IT FURTHER RESOLVED, that pursuant to Article IX of the Bylaws of the Corporation, the Board of Directors hereby adopts the Amended and Restated Bylaws attached hereto as Exhibit "B" as the new Bylaws of the Corporation, said Amended and Restated Bylaws to become effective upon the Member's approval of the Articles of Amendment attached hereto as Exhibit "A."

I, Erin Hansen, Secretary of the Corporation, certify that the above resolution was duly adopted by a majority vote of the Board of Directors of the Corporation at a duly called and properly noticed meeting on the 16th day of June, 2011.


Erin Hansen, Secretary

STATE OF FLORIDA

WALTON COUNTY

CONSENT AND APPROVAL OF SOLE MEMBER TO PROPOSED ARTICLES OF
AMENDMENT

I, Demetrius Fuller, the sole Member of Northwest Florida Symphony Association, Inc.,
hereby give my consent and approval to the Adoption of the proposed Articles of Amendment of
the Corporation which are attached hereto as Exhibit "A."

WITNESS my hand this 16 day of JUNE, 2011.

A handwritten signature in black ink, appearing to read "Demetrius Fuller", is written over a horizontal line.

Demetrius Fuller


STATE OF FLORIDA

WALTON COUNTY

APPOINTMENT OF ADDITIONAL DIRECTORS BY SOLE REMAINING DIRECTOR

I, Demetrius Fuller, the sole remaining Director of Northwest Florida Symphony Association, Inc., acting pursuant to Article III, Section 4 of the Bylaws of the corporation, hereby appoint STACEY BRADY and ERIN HANSEN as Directors for the purpose of filling the two vacancies on the Board.

WITNESS my hand this 16 day of JUNE, 2011.

A handwritten signature in dark ink, appearing to read "Demetrius Fuller", is written over a horizontal line.

Demetrius Fuller