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TALLAHASSEE, FLORIDA

Amend

T Brown 3/30/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AMERICAN IMPRESSIONIST SOCIETY, INC.

DOCUMENT NUMBER: N05000009752

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

Please return all correspondence concerning this matter to the following:

T.R. DICKINSON
(Name of Contact Person)

AMERICAN IMPRESSIONIST SOCIETY, INC.
(Firm/ Company)

856 5TH PLACE
(Address)

VERO BEACH, FL 32962
(City/ State and Zip Code)

charolotte856@att.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

T. R. DICKINSON at (772) 569-0597
(Name of Contact Person) (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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

AMERICAN IMPRESSIONIST SOCIETY, INC.

A NON-PROFIT CORPORATION

FIRST: The Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, Florida Statutes, were filed on September 20, 2005, and assigned document number: **N05000009752.**

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

Article IV is being amended to read as follows:

ARTICLE IV.
MANNER OF ELECTION

The manner in which the Directors are elected or appointed shall be set forth in the By-Laws of the Corporation which are to be adopted at the initial meeting of the Directors.

THIRD: The following additional Articles are being added and incorporated to the current Articles of Incorporation.

ARTICLE VIII.

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered any person employed by the corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. The corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

ARTICLE IX.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE XI.

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to one or more other exempt organizations as described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law) and which shall have as its primary purpose those same responsibilities as specified in Article III hereof or as then performed by the Board of Directors of the corporation in furtherance of such responsibilities.

ARTICLE XII.

Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

The date of adoption of the amendment(s) was: January 28, 2011.

Effective date if applicable: ______________________

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment was 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 was adopted by the board of directors.

The Amendment to the Articles of Incorporation was adopted and approved by the directors of the Corporation on the 29 day of JANUARY, 2011. The number of votes cast for the amendment by the directors was sufficient for approval.

Dated: January 28, 2011.

T.R. Dickinson, Director + TREASURER + CHAIRMAN-OF-THE BOARD-DIR.

Charlotte Dickinson, Director + FOUNDER

Mary Podnos, Director - VICE PRESIDT.

Marjorie Bradley, Director + FOUNDER

Kathy Cooper, Director + PRESIDENT + CEO.

STATE OF FLORIDA
COUNTY OF Indian River

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared T. R. DICKINSON and CHARLOTTE DICKINSON, to me personally known to be the persons described in and who executed the foregoing instrument and acknowledged before that they executed the same, and they did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of February, 2011.

TAMMY L SHRUM
Notary Public - State of Florida
My Comm. Expires Jul 18, 2014
Commission # EE 9832
Bonded Through National Notary Assn.

NOTARY PUBLIC, State of Florida
My Commission Expires: 7/18/2014

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared MARY PODNOS, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that she executed the same, and she did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of March, 2011.

NOTARY PUBLIC, State of Florida
My Commission Expires:

JEAN ANN BROWN
Commission # DD 862444
Expires May 17, 2013
Bonded Thru Troy Fain Insurance 800-385-7019

STATE OF FLORIDA
COUNTY OF Indian River

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared MARJORIE BRADLEY, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that she executed the same, and they did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of February, 2011.

TAMMY L SHRUM
Notary Public - State of Florida
My Comm. Expires Jul 18, 2014
Commission # EE 9832
Bonded Through National Notary Assn

NOTARY PUBLIC, State of Florida
My Commission Expires: 7/18/2014

STATE OF Mass.
COUNTY OF Middlesex

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared KATHY COOPER, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that she executed the same, and they did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of February, 2011.

NOTARY PUBLIC, State of ~~Florida~~ MASS.
My Commission Expires: 10·26·12