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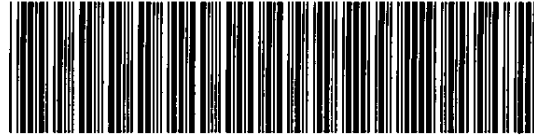
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TALLAHASSEE, FLORIDA

of Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Albert Whitted Airfest, Inc.

DOCUMENT NUMBER: N05000011547

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

Please return all correspondence concerning this matter to the following:

Garry L. Potts

(Name of Contact Person)

Garry L. Potts, P.A.

(Firm/ Company)

P.O. Box 17651 Clearwater, FL 33762

(Address)

Clearwater, FL 33762

(City/ State and Zip Code)

For further information concerning this matter, please call:

Garry L. Potts

(Name of Contact Person)

at (727) 538-4166

(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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(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

Articles of Amendment
to
Articles of Incorporation
of

Albert Whitted Airfest, Inc.

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

N05000011547

(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)**

Articles I, II, III, IV, V, VI, VII, VIII, IX, X, XI, XII & XIII. *See Attached.*

(Attach additional pages if necessary)
(continued)

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

ALBERT WHITTED AIRFEST, INC.

WHEREAS ALBERT WHITTED AIRFEST, INC. was incorporated as a not-for-profit corporation on November 15, 2005; and

WHEREAS ALBERT WHITTED AIRFEST, INC. desires to make changes to its Articles of Incorporation.

NOW THEREFORE, pursuant to Chapter 617 of the Florida Statutes, the Articles of Incorporation of ALBERT WHITTED AIRFEST, INC., are hereby amended and restated in their entirety as follows:

ARTICLE I – NAME AND ADDRESS

The name of the Corporation is ALBERT WHITTED AIRFEST, INC.

The principal place of business address of the corporation is:

1636 1st Avenue North
St. Petersburg, FL 33713

The mailing address of the corporation is:

1636 1st Avenue North
St. Petersburg, FL 33713

ARTICLE II - PURPOSES

The purposes for which the Corporation exists are as follows:

1. This organization is formed exclusively for charitable, educational, or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

2. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

3. No substantial part 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.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 these Articles.

5. To exercise any and all rights and powers conferred upon non-profit corporations by laws of the State of Florida as they now exist or as they may be amended.

ARTICLE III - DISTRIBUTION OF ASSETS UPON DISSOLUTION

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 so disposed of shall be disposed of by a court of competent jurisdiction 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 which are organized and operated exclusively for such purposes.

ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

ARTICLE V - OFFICE AND AGENT

The registered office and principal office of the Corporation in the State of Florida will be located at 1636 First Avenue North, St. Petersburg, FL 33713. The registered agent of the Corporation in the State of Florida is GARRY L. POTTS, P.A., located at 13575 58th Street North, Suite 126, Clearwater, FL 33760.

ARTICLE VI - DIRECTORS

The management and disposition of the affairs and property of the Corporation shall be vested in Directors, who shall be selected from time to time in such manner, with such terms, in such number and at such times as the By-Laws of this Corporation may provide. The number of such Directors may be increased or decreased at any time by the By-Laws, but the number of Directors shall never be less than three (3). All the business of the Corporation shall be conducted by the Directors under and subject to the direction of the laws of the State of Florida and of the United States of America. The following persons are at the present Directors of the Corporation:

Name

James D. Thompson

Address

522 Riviera Bay Dr.
St. Petersburg, FL 33702

Richard Castle

220 11th Ave. NE
St. Petersburg, FL 33701

Gloria Kuhny

7932 Sailboat Key Blvd. S.
South Pasadena, FL 33707

John Bowman

1636 1st Avenue North
St. Petersburg, FL 33713

Rick Cureton	1233 Darlington Oak Circle NE St. Petersburg, FL 33703
Cal Brown	124 Bay Plaza Treasure Island, FL 33706
Thomas C. Osterman	24 Bishop Creek Drive Safety Harbor, FL 34695
Garry L. Potts	P.O. Box 17651 Clearwater, FL 33762
Steve Tolliver	1200 38th Ave. NE St. Petersburg, FL 33704
Richard Scanlon	2042 Carolina Ave. NE St. Petersburg, FL 33703
Joseph M. Vulgamore	1139 42nd Ave. N. St. Petersburg, FL 33703
Richard Carr, Jr.	1940 72nd Ave. NE St. Petersburg, FL 33702

ARTICLE VII - OFFICERS

The affairs of the Corporation are to be managed by the following officers: a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may provide for and elect any other officers or committees which may seem expedient to the Board. All officers shall be annually elected by the Board of Directors to serve for terms of one year. The President and Treasurer shall be members of the Board of Directors. The names of the officers who are to serve until the first election thereof are as follows:

<u>Name</u>	<u>Office</u>
James D. Thompson	President
Richard Castle	Vice President
Gloria Kuhny	Secretary
John Bowman	Treasurer

ARTICLE VIII - MEMBERS

The Corporation shall not have members.

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Garry L. Potts	PO Box 17651 Clearwater, FL 33762

ARTICLE X - BY-LAWS

The By-Laws of the Corporation are to be made and adopted by, and may be altered, amended, or rescinded by, the Directors of the Corporation.

ARTICLE XI - AMENDMENTS TO ARTICLES

Any Trustee or Officer of the Corporation may propose that these Articles of Incorporation be amended, but these Articles may be amended only by the act of two-thirds (2/3) of the Directors of the Corporation.

ARTICLE XII - SCOPE OF CORPORATE AUTHORITY

No Trustee, Officer, or other authorized agent of this Corporation shall be deemed to have the authority, either express or implied, to legally obligate any other auxiliary, unit, or other organization of ALBERT WHITTED AIRFEST, INC.

ARTICLE XIII - SEAL

The seal of the Corporation shall be a circular impression with the name "ALBERT WHITTED AIRFEST, INC." around the border and "SEAL, FLORIDA, CORPORATION NOT FOR PROFIT 2005" in the center.

The date of the adoption of this Amendment is Feb. 7, 2006, and the effective date is the date on which this amendment is filed with the Department of State, Division of Corporations.

This amendment was adopted by the directors and the number of votes cast in favor of this amendment was sufficient for its approval, and all other conditions in the original articles of incorporation to their amendment have been followed and complied with.

Signed on this 7th day of February, 2006.

ALBERT WHITTED AIRFEST, INC.

By: 
JAMES D. THOMPSON, President

The date of adoption of the amendment(s) was: February 7, 2006

Effective date if applicable: N/A
(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 James D. Thompson
(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.)

James D. Thompson
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35