

N06 0000000 011

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(City/State/Zip/Phone #)

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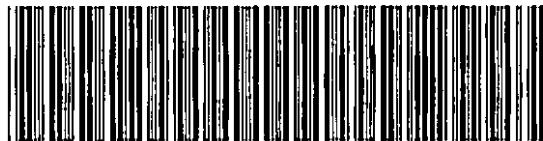
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2022 MAR 18 AM 8:59  
STATIONERY OFFICE

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: South Central Society for Eighteenth-Century Studies, Incorporated

DOCUMENT NUMBER: N0600000011

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

Please return all correspondence concerning this matter to the following:

Robert Miller

(Name of Contact Person)

Charitable Allies, Inc.

(Firm/ Company)

9100 Purdue Road, Suite 115

(Address)

Indianapolis, IN

(City/ State and Zip Code)

rmiller@charitableallies.org

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

For further information concerning this matter, please call:

Robert Miller

463

229-0241

at

(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:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

South Central Society for Eighteenth-Century Studies, Incorporated

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

N06000000011

(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:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

N/A

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

N/A

(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida

(City)

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

N/A

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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2022 MAR 18 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Please see the attached Additional Articles.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_


\_\_\_\_\_

\_\_\_\_\_

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

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

Dated 02-24-2022

Signature   
(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)

Ashley Bender

\_\_\_\_\_  
(Typed or printed name of person signing)

Treasurer

\_\_\_\_\_  
(Title of person signing)

**ADDITIONAL ARTICLES  
TO THE ARTICLES OF AMENDMENT OF  
SOUTH CENTRAL SOCIETY FOR EIGHTEENTH-CENTURY STUDIES,  
INCORPORATED**

The following Additional Articles are supplemental to the Articles of Amendment to which they are attached. These Additional Articles and the Articles of Amendment should be read in conjunction and together constitute the entire Articles of Incorporation of South Central Society for Eighteenth-Century Studies, Incorporated (the "Organization").

**ARTICLE IX**

**Dissolution**

If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

**ARTICLE X**

**Powers**

**Section 1. Grant of Power.** Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

**Section 2. Enumerated Powers.** Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the Florida Not For Profit Corporation Act, as amended (the "Act") or by other law and, in addition, the following rights, privileges, and powers:

- (a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest

extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

- (b) To cease its activities and to dissolve and surrender its corporate franchise.

## **ARTICLE XI**

### **Members**

The Organization does not have "members" as that term is defined in the Act, but the Organization may designate as "members" individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Organization. Such designation shall carry no legal significance under the Act and shall not entitle such "members" to any vote on Organization matters or to attendance at Organization meetings.

## **ARTICLE XII**

### **Directors**

**Section 1. Creation and Number.** The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the "Bylaws") at a number no smaller than three (3). The Incorporator shall appoint the Initial Board of Directors.

**Section 2. Election, Selection, and Responsibilities.** The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, selection, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Organization.

**Section 3. Meetings.** Meetings of the Board of Directors may be held at any location, either inside the State of Florida or elsewhere.

## **ARTICLE XIII**

### **Regulation of Corporate Affairs**

The affairs of the Organization shall be subject to the following provisions:

**Section 1. No Inurement.** None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

**Section 2. Not a Private Foundation; Contingencies.** Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);



- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

**Section 3. Not an Action Organization; No Political Intervention.** Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

**Section 4. Power of Board.** Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

**Section 5. Amendments to Articles and Bylaws.** The power to make, alter, amend, and repeal the Organization's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

**Section 6. Liability.** No officer, director, or employee of the Organization shall be liable for any of the Organization's debts or obligations.

**Section 7. Reliance.** All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

**Section 8. Committees.** The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

\*\*\*\*\*END OF ATTACHMENT\*\*\*\*\*