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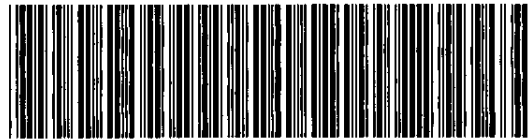
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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JAN 20 2012

EXAMINER

COVER LETTER

1/18/12

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FRIENDS OF THE PORT ST. LUCIE BOTANICAL GARDENS, INC.

DOCUMENT NUMBER: N08000000498

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

Please return all correspondence concerning this matter to the following:

Stephanie Alessandrini-Giarraffa

(Name of Contact Person)

Friends of the Port St. Lucie Botanical Gardens, Inc.

(Firm/ Company)

2410 SE Westmoreland Boulevard,

(Address)

Port St. Lucie, FL 34952

(City/ State and Zip Code)

Stephanie@pslgardens.com

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

For further information concerning this matter, please call:

Stephanie Alessandrini-Giarraffa

(Name of Contact Person)

at (772) 337-1959

(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)

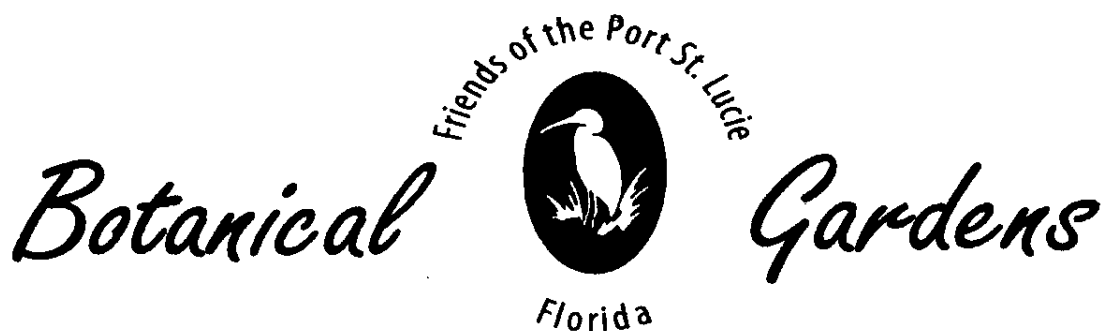
☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

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



**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
FRIENDS OF THE PORT ST. LUCIE BOTANICAL GARDENS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

TABLE OF CONTENTS

	<u>Page No.</u>
ARTICLE I – NAME	1
ARTICLE II – DEFINITIONS	1
ARTICLE III – DURATION	1
ARTICLE IV – PLACE OF BUSINESS, ADDRESS, INCORPORATORS AND REGISTERED AGENT	1
ARTICLE V – PURPOSE	2
ARTICLE VI – ADOPTION OF BYLAWS	3
ARTICLE VII – COMPLIANCE WITH LAWS, ARTICLES OF INCORPORATION AND BYLAWS	3
ARTICLE VIII – GENERAL POWERS	3
ARTICLE IX – MEMBERSHIP IN AND MANAGEMENT OF FRIENDS	3
ARTICLE X – LIMITATION ON DISTRIBUTION OF ASSETS AND/OR NET EARNINGS	3
ARTICLE XI – DISSOLUTION	4
ARTICLE XII – INDEMNIFICATION	4
ARTICLE XIII - AMENDMENT OF THE ARTICLES	4
ARTICLE XIV – NOTICES	4
ARTICLE XV - CONFLICT OF PROVISIONS	4

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FRIENDS OF THE PORT ST. LUCIE BOTANICAL GARDENS, INC.

(present name)

N08000000498

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 20 PM 3:07

Pursuant to the provisions of section 617.10006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

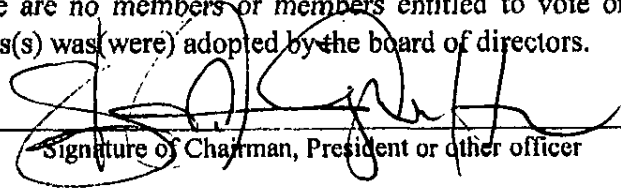
Article II, V, VI, IX, XII, XIII, XIV

SECOND: The date of adoption of the amendment(s) was: December 19, 2011

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the new 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 of Chairman, President or other officer

Stephanie Alessandrini-Giarraffa

Typed or printed name

President and Chair

Title

X December 20, 2011

Date

**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
FRIENDS OF THE PORT ST. LUCIE BOTANICAL GARDENS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of the Florida Not For Profit Corporations Act, Chapter 617, of the Florida Statutes (the "Act"), this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation (the "Articles").

**ARTICLE I
NAME**

The name of the corporation is: Friends of the Port St. Lucie Botanical Gardens, Inc. ("Friends").

**ARTICLE II
DEFINITIONS**

Act – means the Florida Not For Profit Corporations Act, Chapter 617, of the Florida Statutes.

Articles – means the original, amended and restated articles of incorporation of this corporation and all amendments thereto.

Board of Directors - means the group of persons elected or appointed to operate and manage the affairs of this corporation.

Bylaws - means the code or codes of rules adopted for the regulation or management of the affairs of this corporation, irrespective of the name or names by which such rules are promulgated.

Friends - means this not for profit corporation, subject to the provisions of the Act.

Gardens and/or The Gardens – means the Port St. Lucie Botanical Gardens.

Corporation not for profit - means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, and is subject to the Act.

Electronic transmission - means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of an electronic transmission include, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers, phones and/or similar devices.

Insolvent - means the inability of a corporation to pay its debts as they become due in the usual course of its affairs.

Mail - means the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services.

Membership / Member - means person(s) having membership rights in this corporation in accordance with the provisions of these Articles, its Bylaws and the provisions of the Act.

**ARTICLE III
DURATION**

The term of existence of Friends is perpetual.

**ARTICLE IV
PLACE OF BUSINESS, ADDRESS, INCORPORATORS AND REGISTERED AGENT**

The principal place of business and mailing address of Friends is in the City of Port St. Lucie, St. Lucie County, Florida:

PLACE OF BUSINESS:

Friends of the Port St. Lucie Botanical Gardens, Inc.
2410 SE. Westmoreland Boulevard
Port St. Lucie, Florida 34952

MAILING ADDRESS:

Friends of the Port St. Lucie Botanical Gardens, Inc.
2410 SE. Westmoreland Boulevard
Port St. Lucie, Florida 34952

The Incorporators of this Corporation were as stated in its original Articles.
The corporate registered agent at the above address at this time is Susan Wynne Feldman.

ARTICLE V PURPOSE

A. The Corporation is incorporated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding section of any future Internal Revenue Law of the United States and shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Florida Not-For-Profit Corporation Act consistent with the foregoing. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

B. No part of the assets, income or net earnings of the Corporation shall inure to or be distributed for the benefit of any individual and no member, director, officer or employee of the Corporation shall be compensated for their services nor receive any pecuniary benefits of any kind for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of promoting, opposing or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

C. Any provision of law to the contrary notwithstanding the Corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in Section 801(e)(3) and Section 170(b)(1)(A) other than in clauses (vii) and (viii) of the Internal Revenue Code, or their successor provisions, and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

D. In the event the Corporation is dissolved and liquidated the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporate property and assets solely for charitable, public or educational services to an organization or organizations that have previously been the recipient of a contribution(s) from the Corporation. Any of the property or assets not so distributed shall be disposed of by the court having jurisdiction of the dissolution and liquidation of a Florida not-for-profit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

E. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

H. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 so as to give rise to the liability for the tax imposed by Section 4944(a) of the Internal Revenue Code or 1954 or corresponding provisions of any subsequent Federal tax laws.

1. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI ADOPTION OF BYLAWS

The Membership shall adopt Bylaws consistent with these Articles. The Bylaws of Friends shall contain provisions for the regulation and management of the affairs of Friends not inconsistent with federal and/or state law or these Articles. Any provision set forth in these Articles need not be set forth in the Bylaws. These Articles need not set forth any of Friends' powers enumerated in the Act.

ARTICLE VII COMPLIANCE WITH LAWS, ARTICLES OF INCORPORATION AND BYLAWS

The Board of Directors, Officers and Members of Friends shall, at all times, recognize and comply with all applicable federal, state, county and local laws, codes and ordinances, and recognize and comply with Friends' Articles and Bylaws, as the same may be, from time to time, amended.

ARTICLE VIII GENERAL POWERS

The general powers of Friends are to collect and expend funds and function otherwise solely and exclusively for the benefit of the purposes set forth in these Articles and the Bylaws and to have all other powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein or in the Bylaws.

ARTICLE IX MEMBERSHIP IN AND MANAGEMENT OF FRIENDS

Qualifications for membership in Friends are as provided in the Bylaws. Friends' Membership shall elect or appoint the Board of Directors as authorized under the Act and the Bylaws, as the same may be, from time to time, amended. The general management of the affairs of Friends shall be vested in the Board of Directors, comprised of current Members. The Board of Directors of Friends constituting the entire Board shall not be fewer than seven (7) nor more than nineteen (19), as may from time to time be determined by Resolution by a vote of the Membership or Board of Directors as provided in the Bylaws. Currently the Board consists of nine (9) directors.

ARTICLE X LIMITATION ON DISTRIBUTION OF ASSETS AND/OR EARNINGS

No part of the earnings of Friends shall inure to the benefit of or be distributable to its members, trustees, board, officers, or other private persons, except that Friends 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 V hereof. Notwithstanding any other provision of these Articles, Friends shall not: (a) carry on any 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 federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code; or (b) engage in any activities or exercise any powers that are not in furtherance of the purposes of Friends except to an insubstantial degree.

Upon dissolution of Friends, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the Act, or the corresponding section of any future federal tax code or state statute, or shall be distributed to the federal government or to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent

Jurisdiction of the State of Florida where the principal office of Friends is located, to an organization or organizations organized and operated exclusively for tax exempt purposes to be used exclusively for such purposes.

ARTICLE XI DISSOLUTION

Upon dissolution of Friends, after provision for creditors and payment of all costs and expenses of such dissolution, all of its remaining assets shall be distributed as prescribed in Article X hereof and by Florida Statutes.

ARTICLE XII INDEMNIFICATION

To the full extent authorized by the laws of the State of Florida, Friends shall indemnify any Director, Officer, Assistant Officer and/or committee member of Friends who is a party to or is threatened to be made a party to any threatened, pending or completed actions, suits or proceedings, whether civil, administrative or investigative, by reason of the fact that she/he is or was a Director, Officer, Assistant Officer and/or committee member of Friends. Furthermore, Directors, Officers, Assistant Officers and/or committee members of Friends shall not be liable to each other or Friends for any errors or omissions, including errors of judgment, or any acts or omissions made in good faith as such while serving Friends in any of the afore stated capacities. Friends shall indemnify and hold harmless its Directors, Officers, Assistant Officers and/or committee members except for any action taken that is contrary to the provisions of these Articles, the Bylaws and/or federal, state, county or local law. Indemnification shall inure to the benefit of the heirs and personal representatives of such persons.

ARTICLE XIII AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in the manner provided by law, except as may be provided herein. Additionally, these Bylaws may be altered, amended or repealed by the affirmative vote (in person, by proxy or absentee ballot) of the majority of the then current Membership, by votes cast at an Annual Meeting or Special Meeting of the Membership called for, but not necessarily limited to, that purpose at which a quorum is present, provided written notice of the proposed change shall have been given to the Membership in the notice of the meeting. This Article XIII shall not preclude the obtaining of Membership approval on any matter by written consent in lieu of a vote taken at a meeting as authorized by the Act. Any Amendment(s) shall only become effective upon filing with the Florida Department of State, Division of Corporations.

ARTICLE XIV NOTICES

Notice of Meetings of Friends shall be as provided in the Bylaws.

ARTICLE XV CONFLICT OF PROVISIONS

In the event that any portion of these Articles conflicts with any federal and/or state law, that portion shall be subordinated to the law, effect shall be given to the intent manifested by the portion held invalid or inoperative, and the remainder of these Articles shall remain valid and operative. In the event of a conflict between these Articles and the Bylaws, these Articles shall govern.

The foregoing Articles were duly amended, restated and adopted by the Membership of Friends of the Port St. Lucie Botanical Gardens, Inc., a Florida Not For Profit Corporation, and they replace any and all such previous Articles of Friends of the Port St. Lucie Botanical Gardens, Inc., filed or otherwise.

Signed and dated

President:

Date:

12/19/11

Secretary:

Date:

12/19/11

Pro-Tem

SUBSCRIBED AND SWORN TO before me the above-signed Directors have executed these Articles of Incorporation this 19th day of December, 2011.
They are ~~personally known to me~~ or have produced _____ (type of identification) as identification.

Notary Public

