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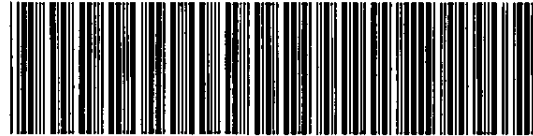
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TALLAHASSEE, FLORIDA

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FEB 26 2014

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Marion County Sheriff's Office Foundation

DOCUMENT NUMBER: H080001017190 3

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

Please return all correspondence concerning this matter to the following:

Mary E. Callahan, Marion County Sheriff's Office Foundation President

(Name of Contact Person)

Marion County Sheriff's Office Foundation

(Firm/ Company)

P.O. Box 1987

(Address)

Ocala, FL. 34478

(City/ State and Zip Code)

foundation@marionso.com

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

For further information concerning this matter, please call:

Mary E. Callahan, President

(Name of Contact Person)

at (352) 368-3582

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

FILED

14 FEB 25 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marion County Sheriff's Office Foundation

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

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

N/A

C. **Enter new mailing address, if applicable:**
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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.

Signature of New Registered Agent, if changing

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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		_____	_____
2) <input type="checkbox"/> Change	-	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
3) <input type="checkbox"/> Change	-	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
4) <input type="checkbox"/> Change	-	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
5) <input type="checkbox"/> Change	-	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
6) <input type="checkbox"/> Change	-	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____

E. **If amending or adding additional Articles, enter change(s) here:**
(attach additional sheets, if necessary). (Be specific)

Article II – delete last word in second sentence. “only”

Article IV - change “shall” to “may”

Article VI, (B) – change “President elect to Vice-President. Change term from one year to three years. Delete last sentence of paragraph.

Article VI, (C) – Delete entire paragraph.

Article IX – Delete Initial from title. Change Law Firm title from “Dean & Dean” to “Dean Law Firm. Change suite 100 to suite 300.

SEE ATTACHED DOCUMENT

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: January 13, 2014
(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(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.

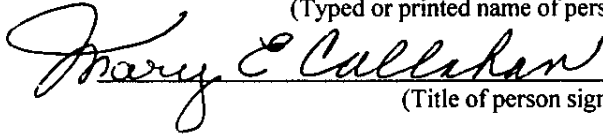
Dated January 13, 2014

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)

Mary E. Callahan, Marion County Sheriff's Office, President

(Typed or printed name of person signing)



(Title of person signing)

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AMENDED
ARTICLES OF INCORPORATION
OF
MARION COUNTY SHERIFF'S OFFICE FOUNDATION, INC.
FLORIDA NON-PROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is MARION COUNTY SHERIFF'S OFFICE FOUNDATION, INC., hereinafter referred to as the "Foundation." The Foundation's principal office located at 692 NW 30th Avenue, Ocala, Florida 34475 and mailing address is Post Office Box 1987, Ocala, Florida 34478.

ARTICLE II

Purposes

The Foundation was formed to serve as a non-profit support organization for the Marion County Sheriff's Office. All funds generated by this Foundation shall be used exclusively to support the mission of the Marion County Sheriff's Office ~~only~~. Authorized use of funds shall include, but are not limited to fuel, supplies, clothing or any items of maintenance or support, technology or equipment for use by Marion County Sheriff's Office employees or volunteers, K-9 programs or other outreach programs such as Harmony in the Streets.

ARTICLE III

Organization

This Foundation is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Foundation shall operate as a corporation not for profit under Chapter 617, Florida Statutes, and as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be amended from time to time. Accordingly, no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay

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reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above and this Article III. No substantial part of the activities of the Foundation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on or 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 Section of any future federal tax code, or (b) 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.

ARTICLE IV

Membership

All volunteers of the Marion County Sheriff's Office, who are officially registered and active volunteers pursuant to the guidelines of the Marion County Sheriff's Office, ~~shall~~ **may** be members of the Foundation.

ARTICLE V

Duration

The term of existence of the corporation is perpetual unless sooner dissolved as provided by law.

ARTICLE VI

Directors, Officers and Executive Committee

{A) Board of Directors. The affairs of the Foundation shall be managed by a Board of Directors of not less than ten (10) directors. Their number, qualifications, terms of office and manner of selection shall be fixed by the By-Laws of the Foundation duly adopted by the members; provided, however, one board member shall be a full time employee of the Marion County Sheriff's Office and shall be nominated by the Marion County Sheriff's Office to serve as an ex officio, non-voting member. Moreover, an individual is not required to be a member in order to serve on the Foundation's Board of Directors.

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(B) Officers. The Officers of the Foundation shall be the President, ~~President-elect~~ Vice-President, Secretary and Treasurer; however, the By-laws may provide that the offices of the Secretary and/or Treasurer may be held by the same person. The officers shall be elected annually by the Board of Directors; shall serve for not more than ~~one (1)~~ three (3) years; and shall have served on the Board at least one (1) year prior to taking office. After ~~election of the initial Board~~, The Board of Directors shall be elected to one (1) three-year term unless waived by a majority of the members. ~~The terms of the office for the initial Board shall be designated by the Members as being one (1), two (1), or three (3) years in duration.~~

(C) ~~Executive Committee. There shall may be an Executive Committee consisting of the Officers; the immediate Past President; and the chairs of the Standing Committee as designated by the Board of Directors. The Executive Committee shall may supervise the affairs of the Foundation, including the power to authorize expenditures of the Foundation funds.~~

ARTICLE VII

Name and Residence Addresses of the Subscribers and Incorporators.

The names and residence addresses of the subscribers and incorporators of this charter are:

Charlie Spivack
9817 SE 125th Lane
Summerfield, FL 34491

Joseph R. Dean
7510 SE 172 Fieldcrest St
Villages, FL 32162

Judy Estes
P.O. Box 68
Orange Springs, FL 32182

ARTICLE VIII

Initial Officers

The names of the officers who are to manage the affairs of this Foundation until the first annual meeting of the Foundation are:

Charlie Spivack
9817 SE 125th Lane
Summerfield, FL 34491

Joseph R. Dean
7510 SE 172 Fieldcrest St.
Villages, FL 32162

Judy Estes
P.O. Box 68
Orange Springs, FL 32182

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ARTICLE IX

~~Initial~~ Registered Agent and Office

A. The street address of the ~~initial~~ registered office of the Foundation is: c/o Michael E. Dean, Esq., ~~Dean & Dean, Dean Law Firm, LLP, 230 NE 25rd Avenue, Suite 400~~ 300, Ocala, Florida 34470.

B. The name of the initial registered agent of the Foundation at the Foundation's initial registered office is: Michael E. Dean, Esq.

ARTICLE X

Bylaws

The Foundation shall have the By Laws consistent with these Articles of Incorporation. The By Laws of the Foundation are to be made, amended or rescinded by the Board of Directors as set forth in the Bylaws.

ARTICLE XI

Amendment to Articles of Incorporation

Amendments to the Articles of Incorporation of the Foundation may be adopted at any regular or special meeting of the board of Directors as follows:

A. Special Meeting. Each Director shall be given at least two (2) days written notice or the date, time and place of the special meeting and that one of the purposes of the meeting is to consider amendments.

B. Regular Meeting. Each Director must be given at least two (2) days written notice that an item of business at the meeting is to consider amendments; or, in the alternative, an announcement shall be made at the regular meeting immediately prior to the regular meeting that one of the items of business at the next regular meeting is to consider amendments and such announcement shall be noted in the minutes of the meeting.

C. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of Directors present.

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ARTICLE XII

Dissolution

Upon the dissolution of the Foundation, all of the remaining assets of this Foundation shall be distributed to the Marion County Sheriff's Office for law enforcement purposes related to the Marion County Sheriff's Office, and if the Marion County Sheriff's Office is not then in existence, then for such one or more exempt purposes within the meaning of Section 501(c)(3) of the code, or corresponding section of any future federal tax laws, or shall be distributed to federal, state or local governments for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the Foundation is then located, exclusively for such purposes.