

N08000006198

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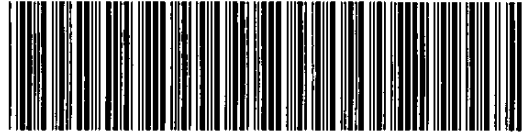
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 DEC 11 AM 11:59

T. Roberts DEC. 15 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Homestead Merchants Association, Inc.

DOCUMENT NUMBER: N08000006198

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

Please return all correspondence concerning this matter to the following:

Colin B. Tyler

(Name of Contact Person)

Homestead Merchants Assn

(Firm/ Company)

28 S. Krome Avenue

(Address)

Homestead, Florida 33030

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sean P. O'Connor

(Name of Contact Person)

at (305) 245-3230

(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

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 DEC 11 AM 11:59

Homestead Merchants Association, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N08000006198

(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:

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)

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

New Registered Office Address:

(Florida street 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.

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P	Hector M. Hernandez	28 S. Krome Avenue Homestead, Florida 33030	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
P	Colin B. Tyler	28 S. Krome Avenue Homestead, Florida 33030	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
T	Stephen R. De Grave	28 S. Krome Avenue Homestead, Florida 33030	<input checked="" 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)

SEE ATTACHED AMENDED ARTICLES OF INCORPORATION.

The date of each amendment(s) adoption: September 15, 2008

Effective date if applicable: December 1, 2008

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

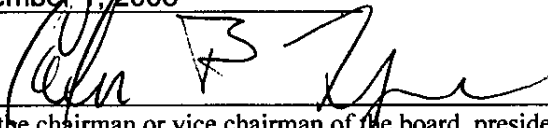
(CHECK ONE)

☐ 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 December 1, 2008

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)

Colin B. Tyler

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

**AMENDED ARTICLES OF INCORPORATIONS OF
HOMESTEAD MERCHANTS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned person, acting as Incorporator or President of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Amended Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Homestead Merchants Association, Inc.

ARTICLE II - EFFECTIVE DATE

Corporate existence, as amended, shall begin upon the filing of these Amended Articles with the Secretary of State of Florida.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV - PURPOSES

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection and use of the Homestead, Florida traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of the Homestead, Florida traditional downtown area and thereby promote the Homestead, Florida historic preservation, contribute to its community betterment while lessening the burdens of the Homestead, Florida government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of the Homestead, Florida traditional downtown area;
- (d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, and management that foster the preservation of the Homestead, Florida traditional downtown area, and enhances the understanding and appreciation of its history, culture and architecture.
- (e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Homestead, Florida engaged in similar purposes;
- (f) to solicit and receive and administer funds for educational purposes and to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real personal, tangible or

intangible, or any undivided interest therein, without limitations as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The corporation shall not in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs letters (a) through (e).

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and education purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the corporation's exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE V - CORPORATE ADDRESS

The initial street address of the principal office of the corporation shall be 28 South Krome Avenue, Homestead, Florida, 33030, and the initial mailing address of the corporation shall be the same as above.

ARTICLE VI - MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 123 N. Krome Avenue, Suite 101 Homestead, Florida, 33030. The name of its initial registered agent at such address is Sean P. O'Connor, P.A.

ARTICLE VIII - BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The numbers of Directors of the corporation shall be set forth in the bylaws but shall not be less than the minimum number required by state law and, initially, shall be three (3). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be selected as set forth in the bylaws.

ARTICLE IX - MEETINGS

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from item to time by resolution.

ARTICLE X - ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision or law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Colin B. Tyler	28 South Krome Avenue Homestead, Florida 33030
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ARTICLE XII - OFFICERS

The Corporation shall have the following officers: President, Vice-President, Treasurer and such other officers as the by laws of this corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the bylaws. The officers as set forth in these Amended Articles of Incorporation are as follows:

President, Vice-President	Colin B. Tyler	28 S. Krome Avenue Homestead, Florida 33030
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Treasurer

Stephen R. De Grave

28 S. Krome Avenue
Homestead, Florida 33030

ARTICLE X - BYLAWS

The bylaws of this corporation may be made, altered, rescinded, added to, or new by laws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

ARTICLE XIV - AMENDMENTS

These amended articles of incorporation may be amended by affirmative vote of two thirds of the total membership of the Board of Directors or, as provided by law. The undersigned natural person, being the incorporator of this corporation for the purpose of formation this not for profit corporation under the Laws of Florida, have executed these amended articles of incorporation on December 9th, 2008.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN AMENDED ARTICLES OF INCORPORATION

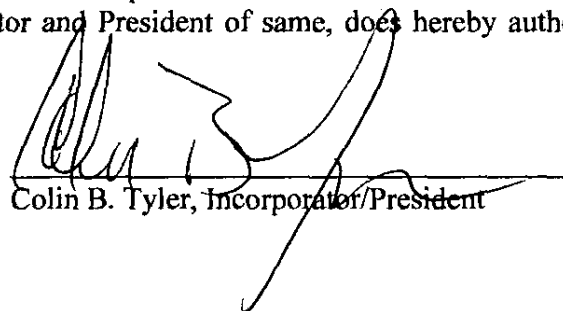
Homestead Merchants Association, Inc., a Florida corporation authorized to transact business in this State a business having a business office identical with the Registered Agent in the above and foregoing Articles, is familiar with an accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Sean P. O'Connor, Registered Agent

APPROVAL OF AMENDED ARTICLES OF INCORPORATION

Homestead Merchants Association, Inc., a Florida corporation authorized to transact business in this, by and through the undersigned incorporator and President of same, does hereby authorize these Amended Articles of Incorporation.



Colin B. Tyler, Incorporator/President