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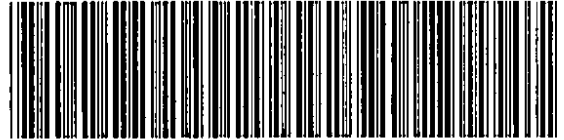
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: WINTER SPRINGS PERFORMING ARTS FOUNDATION, INC.

DOCUMENT NUMBER: N08000008846

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

Please return all correspondence concerning this matter to the following:

NATHAN A. MCCOY, ESQUIRE

(Name of Contact Person)

WINTER SPRINGS PERFORMING ARTS FOUNDATION, INC.

(Firm/ Company)

1425 TUSKAWILLA ROAD, #145

(Address)

WINTER SPRINGS, FLORIDA 32708

(City/ State and Zip Code)

nate@winterspringsart.org

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

For further information concerning this matter, please call:

Shanda Batchelor

407

359-5309

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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input 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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

19 DEC 19 PM 2:57  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

WINTER SPRINGS PERFORMING ARTS FOUNDATION, INC.

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

N08000008846

(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:

N/A

(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) <u>    </u> Change <u>X</u> <u>    </u> Add <u>    </u> Remove	<u>D</u>	<u>Nathan McCoy</u>	<u>c/o Winter Springs Performing Arts</u> <u>1425 Tuskawilla Road, #145</u> <u>Winter Springs, Florida 32708</u>
2) <u>N/A</u> <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>    </u>	<u>N/A</u>	<u>    </u> <u>    </u> <u>    </u>
3) <u>N/A</u> <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>    </u>	<u>N/A</u>	<u>    </u> <u>    </u> <u>    </u>
4) <u>N/A</u> <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>    </u>	<u>N/A</u>	<u>    </u> <u>    </u> <u>    </u>
5) <u>N/A</u> <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>    </u>	<u>N/A</u>	<u>    </u> <u>    </u> <u>    </u>
6) <u>N/A</u> <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>    </u>	<u>N/A</u>	<u>    </u> <u>    </u> <u>    </u>

See attached.

The date of each amendment(s) adoption: October 28, 2019, if other than the date this document was signed.

Effective date if applicable: October 28, 2019  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 11, 2019

Signature Shanda Batchelor  
(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)

Shanda Batchelor Shanda Batchelor  
(Typed or printed name of person signing)

CEO, Director  
\_\_\_\_\_  
(Title of person signing)

## **ARTICLES OF AMENDMENT:**

### **WINTER SPRINGS PERFORMING ARTS FOUNDATION, INC. (A Florida Not for Profit Corporation)**

Document No. N08000008846

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida not for profit corporation ("Corporation") adopts the following articles of amendment to its articles of incorporation.

### **MANNER OF ADOPTION:**

The foregoing amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

### **THE AMENDMENTS**

The Articles of Incorporation of the Corporation are hereby amended as follows:

1. **Article III of the Articles of Incorporation is hereby replaced. The new Article III reads in its entirety as follows:**

#### **Article III Corporate Purposes**

A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under section 501(a) of Internal Revenue Code of 1986 because they are organizations described in section 501(c)(3) of that Code or the corresponding provision of any future United States Internal Revenue law. Specifically, the Corporation's mission is to provide access, training, and education to students of all ages in all aspects of the performing arts and to serve the Central Florida community as a stage for cultural enrichment through artistic endeavors, exhibitions, and theatrical performances.

B. The Corporation shall do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose and mission, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

2. **Article VIII of the Articles of Incorporation is hereby replaced. The new Article VIII reads in its entirety as follows:**

**Article VIII**  
**501(c)(3) Limitations**

A. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt under section 501(a) of Internal Revenue Code of 1986 because it is an organization described in section 501(c)(3) of that Code or the corresponding provision of any future United States Internal Revenue law.

B. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(a) of Internal Revenue Code of 1986 because it is an organization described in section 501(c)(3) of that Code or the corresponding provision of any future United States Internal Revenue law to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**WINTER SPRINGS CHARITABLE FOUNDATION, INC.**

By: Shanda Batchelor  
Shanda Batchelor, Director

Date: 12-11-19