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2011 APR -6 AM 10:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TBrown 4-7-11



Friends of Historic Canal Street

421 Canal Street New Smyrna Beach, FL 32168
Phone/Fax: (386) 423-2184 E-mail: flare32168@att.net

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
April 3, 2011

Dear Staff of Amendment Section,

We are filing for several amendments to our Articles of Incorporation for a Non-Profit Organization and have included the 'Cover Letter' form on the next page. This initial letter is just a note to thank the Amendment Staff who patiently answered all of my questions.

Friends of Historic Canal Street, Inc. has applied for Federal Tax Exempt Status, and we are making the changes in the Dissolution Clause at the request of the IRS in order to meet their test for organizational dissolution. We must re-submit the amended Articles of Incorporation to our IRS Tax Examiner Technician, Gloria Robinson, by April 26, 2011. When I inquired of your Staff the average turn-around time for an Amendment filing she replied that there is generally a seven business day turnaround -- provided, of course, that we have submitted the correct information and the appropriate filing fee. We are mailing our request by Express Mail Tuesday, April 5 and would appreciate your review at your earliest convenience.

If you have any questions, or need additional information, please call me at (386) 423-2184.

Best Regards,

Flare Elliot, President
Friends of Historic Canal Street, Inc.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FRIENDS OF HISTORIC CANAL STREET, INC.

DOCUMENT NUMBER: N08000009314

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

Please return all correspondence concerning this matter to the following:

Flare Elliot

(Name of Contact Person)

Heart's Delights by Flare

(Firm/ Company)

421 Canal Street Suite 101

(Address)

New Smyrna Beach, FL 32168

(City/ State and Zip Code)

flare32168@att.net

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

For further information concerning this matter, please call:

Flare Elliot

(Name of Contact Person)

at (386) 423-2184

(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

FRIENDS OF HISTORIC CANAL STREET, INC.

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

N08000009314

(Document Number of Corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NO — 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.

NO — B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

NO — C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NO — 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>
Director	Gerard Pendergast	5900 So. Atlantic Ave. New Smyrna Beach, FL 32169	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
Director	Lewis W. Barnes III	585 Corbin Park Road New Smyrna Beach, FL 32168-8417	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<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)

Friends of Historic Canal Street, Inc. is AMENDING

Article X: Dissolution of the original Articles of Incorporation dated October 1, 2008

**By DELETING this original Article x in its entirety and replacing it with
THE REVISED ARTICLE X IN BOLD PRINT BELOW.**

Original 'ARTICLE x' WHICH WILL BE DELETED:

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501 (c) (3), 501(c)(7), or 170 (c)(2), of the Internal Revenue Code of 1954.

The REVISED Article X: Dissolution below, will REPLACE the original Article x above:

THE NEW ARTICLE X WILL READ AS FOLLOWS:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of each amendment(s) adoption: March 31, 2011

Effective date if applicable: April 1, 2011 *(date of adoption is required)*

(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 March 31, 2011

Signature Flare Elliot

(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)

Flare Elliot

(Typed or printed name of person signing)

President, Friends of Historic Canal Street, INC.

(Title of person signing)