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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
13 MAR 26 AM 11:30

Amend

MAR 28 2013

T. CAULEY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Apogeo Foundation Global Public Art, Inc.**

DOCUMENT NUMBER: **N-09000002413**

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

Please return all correspondence concerning this matter to the following:

Baltasar S. Martin

(Name of Contact Person)

Apogeo Foundation Global Public Art, Inc.

(Firm/ Company)

1200 Anastasia Avenue - Suite 440

(Address)

Coral Gables, Florida 33134

(City/ State and Zip Code)

bmartin1955@att.net

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

For further information concerning this matter, please call:

Baltasar S. Martin

(Name of Contact Person)

at (**786**) **390-5855**

(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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"Apogeo" Foundation Global Public Art Inc 13 MAR 26 AM 11:30

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

ND900000012464

(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**)

1200 Anastasia Avenue

Suite 440

Coral Gables, Florida 3314

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

1200 Anastasia Avenue

Suite 440

Coral Gables, Florida 33134

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

N/A

(Florida street address)

New Registered Office Address:

1200 Anastasia Avenue - Suite 440, Coral Gables

Florida 33134

(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

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

APOGEO FOUNDATION GLOBAL PUBLIC ART, INC.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: AMENDMENTS ADOPTED:

ARTICLE TWO – AMENDED

The principal office and mailing address of the registered office of the Corporation in the State of Florida, is as follows:

C/O Baltasar Martin
1200 Anastasia Avenue – Suite 440
Coral Gables, Florida 33134

ARTICLE THREE – AMENDED

The purpose of the Corporation is as follows:

The Corporation is incorporated as a nonprofit corporation, organized for the advancement of the arts, charity, education, literary, science and any other related or corresponding charitable purposes by the distribution of funds for said purposes, pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

ARTICLE FOUR – AMENDED

The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors. The initial Directors, Baltasar S. Martin, Abelardo Reguera and Miguel A. Alzate, are to serve until appointment of their successors. Subsequent elections of Directors shall be held at the annual meeting of the Board of Directors, with such elections held under the appropriate provisions of the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director or Directors on said Board of Directors of this Corporation, whether caused by resignation, removal or death of any such Director or Directors, or for any reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term by a majority vote carried by the Board of Directors. In the event of a stalemate, the presiding President of the Corporation will cast a deciding vote. Any Director or Directors on said Board of Directors of this Corporation may resign by delivering a written notice of such resignation to the Board of Directors.

ARTICLE FIVE - AMENDED

The name and address of the Registered Agent of the Corporation is as follows:

BALTASAR MARTIN
1200 Anastasia Avenue – Suite 440
Coral Gables, Florida 33134

ARTICLE SIX - AMENDED

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE SEVEN - AMENDED

The term of existence of the Corporation shall be perpetual.

ARTICLE EIGHT - AMENDED

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended. In addition, notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of said Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE NINE - AMENDED

Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in accordance with the corresponding provisions of any subsequent United States Internal Revenue law, as such court shall determine.

ARTICLE TEN – AMENDED

Limitation of Personal Liability of Directors

To the fullest extent that the laws of the State of Florida, as in effect on the date of the adoption of this Section 16 or as such laws are thereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a director. Any amendment or repeal of this Section 16 or adoption of any other provision of these By-laws or the Corporation's Articles of Incorporation which has the effect of increasing director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing his or her duties, a director may rely in good faith upon information opinions and statement's, including financial statement and other financial data, prepared or presented by (i) one or more officer or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented ii) counsel, public accountants or other persons as to matters to which the Director

ARTICLE TEN – AMENDED – CONT'D

reasonably believes to be within the professional or expert competence of such person or iii): a committee of the Board of Directors upon which the Director does not serve duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes merit confidence. A Director shall not be considered to be acting good faith, however, if such Director has knowledge concerning a manner which could cause his or her reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors committees or the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Article Nine shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

SECOND: The date of adoption of the amendment(s) was: March 21, 2013.

THIRD: Adoption of Amendment (CHECK ONE)

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

Baltasar S. Martin

Typed or printed name

CEO
Title

March 21, 2013
Date