

NO9000003024

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

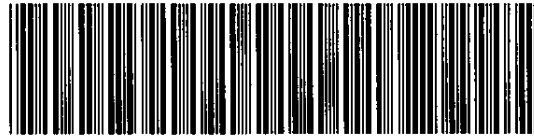
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600162609646

11/10/09--01027--023 **43.75

FILED
09 NOV 10 PM 2:20
RECORDS & CLERK
FALL RIVER, MASSACHUSETTS

Amend
C.COULLIETTE

NOV 13 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Palm Beach Phoenix Apple User Group, Corp.

DOCUMENT NUMBER: N09000003024

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

Please return all correspondence concerning this matter to the following:

Joerg B. von Veltar
(Name of Contact Person)

PB Phoenix
(Firm/ Company)

6835 Camille Street
(Address)

Boynton Beach, FL 33437
(City/ State and Zip Code)

President@PBPhoenix.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joerg B. von Veltar at (561) 901-7810
(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 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

Art.

Articles of Amendment
to
Articles of Incorporation
of

Palm Beach Phoenix Apple user Group, Corp.

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

N09000003024

(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

n/a

n/a

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

n/a

n/a

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

New Registered Office Address:

n/a

(Florida street address)

n/a

(City)

Florida n/a

(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

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: October 29, 2009
(date of adoption is required)

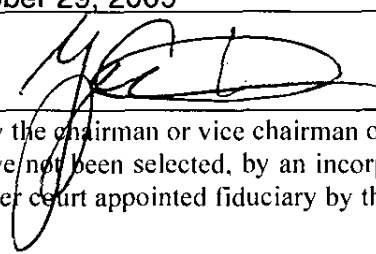
Effective date if applicable: November 02, 2009
(no more than 90 days after amendment file date)

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 October 29, 2009

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)

Joerg B. von Veltar
(Typed or printed name of person signing)

President PB Phoenix
(Title of person signing)

Amended
**ARTICLES OF INCORPORATION
OF THE
PALM BEACH PHOENIX APPLE USER GROUP, CORP.**

In compliance with the requirements of Chapter 617.01 et., seq., of Florida Statutes, the undersigned adopt the following articles of incorporation for a nonprofit corporation, as replacement for initial filed Articles of Incorporation and hereby states that:

ARTICLE 1

1 Name. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida, is:

Palm Beach Phoenix Apple User Group (hereinafter named in short "PB Phoenix").

ARTICLE 2

2.1. Place of Business. The principal place of business of the corporation is:

1732 South Congress Avenue, Ste. 222, Palm Springs, FL 33461-2140

2.2 Mailing Address. The mailing address of the corporation is:

1732 South Congress Avenue, Ste. 222, Palm Springs, FL 33461-2140

ARTICLE 3

3.1 General Purpose. The PB Phoenix is organized and operated exclusively for the following purposes:

- i) Exclusively for charitable / educational / scientific / literary purposes or other specific exempt purpose within the meaning of '501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such '501(c)(3).
- ii) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida, which are consistent with the preceding paragraph.
- iii) All funds, whether income or principal, and whether acquired by gift or contribution, membership dues or otherwise, shall be devoted to said purposes.

3.2 Specific Purposes. The specific purposes of the PB Phoenix include, without limitation, the following:

- (A) To provide educational services to a membership related to, but not limited to, Apple computing devices and software. This includes coaching and assistance with the handling and setup of related hardware and software.
- (B) To provide to members and the public educational services on how to handle Apple computing devices, via workshops and seminars as well as within special interest groups.
- (C) To educate through available media a wide public about specific program and hardware setups, included, but not limited to, networking, specific phone devices, and others.
- (D) To raise funds to support students in their education about latest computing devices and their options and programming features to accomplish creative tasks in their professional as well as in their private environment.

- (E) To provide members and the public the ability to archive computing related certifications through certified teachers.

ARTICLE 4

4.1 Non Profit. The PB Phoenix does not contemplate pecuniary gain or profit, incidental or otherwise. The PB Phoenix shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under '501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

4.2 Status. It is intended that the PB Phoenix shall have the status of a corporation that is exempt from federal income taxation under the Section '501(a) of the Code and an organization described in Section '501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the PB Phoenix shall be limited accordingly.

ARTICLE 5

5.1 Organizational. The PB Phoenix is organized upon a non-stock basis.

5.2 Terms. The term of existence of the PB Phoenix shall be perpetual.

ARTICLE 6

6.1 Membership. The PB Phoenix will have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws.

ARTICLE 7

7.1 Directors. The PB Phoenix shall always consist of a minimum of four (4) and as fixed by resolution of the Board, a maximum of twelve (12) Directors. The management and affairs of the PB Phoenix shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws.

7.2 Election of Directors. The Board of Directors shall initially being appointed, as provided below. Of the directors selected, the acting president shall be the person who proposes appointment of additional directors. The Board of Directors than shall determine by vote of minimum fifty percent (50%) about the appointment.

At the first general meeting and every year's anniversary thereof, all directors shall be elected in staggering form for a two-year term, by the voting members of the PB Phoenix.

In the event that the presidents appointing authority shall cease to exist, then the Board of Directors shall designate the vice president to exercise the appointing authority.

ARTICLE 8

8.1 Liability. No member, officer, or Director of the PB Phoenix shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

8.2 Indemnification. Any person, included but not limited to heirs, executors and administrators or otherwise related, made or threatened to be made a party to any action, suit or proceeding by reason of affiliation to any past director or officer of the PB Phoenix shall be indemnified including attorney's fees and disbursements incurred in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein.

8.3 Limitation of Indemnification. Foregoing indemnification does not apply in relations to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is personal liable for negligence or misconduct in the performance of its duties. However, personal property, holdings, or other assets of related persons to such officer or director shall not be made liable for such judgment.

Such rights of indemnification shall not be deemed exclusive of any rights to which such director or officer (included his or her heirs, executors or administrators) may being entitled to, apart from this Article.

ARTICLE 9

9.1 Earnings. No part of the net earnings of the PB Phoenix shall inure to the benefit of or be distributable to the PB Phoenix officers or directors but the PB Phoenix shall be authorized and empowered to pay reasonable compensation for services rendered, or expenses accounted for, and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

9.2. Dissolution Earnings. No officer or director of the PB Phoenix or any private individual shall be entitled to share in the distribution of any of the PB Phoenix assets on dissolution of the PB Phoenix.

9.3 Prohibitions. No part of the PB Phoenix activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the PB Phoenix shall not participate in (including the publishing or otherwise distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

9.4 Limitations. Notwithstanding any other provisions of this Articles of Incorporation, the PB Phoenix shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income tax under Section '501(c)(3) and '509(a)(1), (2) or (3) of the Code, or by a corporation contributions of which are deductible under Section 170(c)(2) of the Code.

ARTICLE 10

10.1 Dissolution. Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section '501(c)(3) of the Internal Revenue Code, or the 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 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes under the Internal Revenue Service Code '501(c)(3).

ARTICLE 11

11.1 Amendment. These foregoing Articles of Incorporation have been agreed upon and by unanimous vote of all below listed directors and shall amend and replace the initial articles of incorporation from March 23, 2009.

The undersigned incorporator certifies that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury set forth in Florida Statutes as if this document had been executed under oath.

IN TESTEMONY WHEREOF, the incorporator has signed and sealed these Articles of Incorporation of the PB Phoenix this 29th day of October, 2009

Incorporator (Joerg B. von Veltar)

Filed for replacement of Articles of Incorporation of the Palm Beach Phoenix Apple User Group #N09000003024 from March 23, 2009 this 29th day of October, 2009.

Joerg B. von Veltar Registered Agent
for the Palm Beach Phoenix Apple User Group, Corp.

Registered Agent: **Joerg B. von Veltar** 6835 Camille Street
Boynton Beach, FL 33437

<u>Title</u>	<u>Name</u>	<u>Address</u>
P	Joerg B. von Veltar	6835 Camille Street Boynton Beach, FL 33437
VP	Bruce Foote	1171 N. Ocean Blvd 2CS Gulf Stream, FL 33483
SEC	Emalee Andre	11974 South Edgewater Drive Palm Beach Gardens, FL 33410
TR	Barbara Lea	3405 South Flagler Drive West Palm Beach, FL 33405
DIR	Lawrence Grinnell	1623 16th Lane Greenacres, FL 33463
DIR	Frederic Roy	1894 Grantham Court Wellington, FL 33414
DIR	David Sochrin	331 NW Emilia Way Jensen Beach, FL 34957

Internal Revenue Service Employers Identification Number for **Palm Beach Phoenix Apple User Group, Corp.** (Short: **PB Phoenix**) **94-3482037**

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Palm Beach Phoenix Apple User Group, Corp.

DOCUMENT NUMBER: N09000003024

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

Please return all correspondence concerning this matter to the following:

Joerg B. von Veltar
(Name of Contact Person)

PB Phoenix
(Firm/ Company)

6835 Camille Street
(Address)

Boynton Beach, FL 33437
(City/ State and Zip Code)

President@PBPhoenix.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joerg B. von Veltar at (561) 901-7810
(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 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