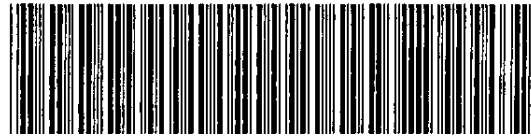


N09000003999



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02/28/11--01035--024 \*\*43.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Document Number)

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Amend

TBrown 3-3-11

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Wynwood Arts District Association, Inc.

DOCUMENT NUMBER: N09000003999

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

Please return all correspondence concerning this matter to the following:

Joseph Furst, Esq.  
(Name of Contact Person)

Wynwood Arts District Association, Inc.  
(Firm/ Company)

804 Ocean Drive  
(Address)

Miami Beach, FL 33139  
(City/ State and Zip Code)

JosephF@goldmanproperties.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph Furst at (305) 531-4411  
(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

Articles of Amendment  
to  
Articles of Incorporation  
of

Wynwood Arts District Association, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

NO9000003979

(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)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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TALLAHASSEE FLORIDA

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**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>           |
|--------------|-------------|----------------|---------------------------------|
| _____        | _____       | _____          | <input type="checkbox"/> Add    |
|              |             | _____          | <input type="checkbox"/> Remove |
|              |             | _____          |                                 |
| _____        | _____       | _____          | <input 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)

*Please see attached exhibit "A"*

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The date of each amendment(s) adoption: 2/23/11  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(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 2/23/11

Signature [Handwritten 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)

Joseph Furst  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)

EXHIBIT "A"

AMENDMENT OF ARTICLES OF INCORPORATION

- a. Said organization is organized and shall be operated exclusively for charitable, religious, educational, and/or scientific purposes within the corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or distributable to its member, trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign in behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by any organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon 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 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 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.