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2010 OCT 11 P 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Newis
10-12-10*

COVER LETTER

TO: Amendment Section
✦ Division of Corporations

NAME OF CORPORATION: Friends of the St. Augustine Amphitheatre, Inc.

DOCUMENT NUMBER: N09000006724

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

Please return all correspondence concerning this matter to the following:

Marc S. Gladstone
(Name of Contact Person)

Friends of the St. Augustine Amphitheatre, Inc.
(Firm/ Company)

P.O. Box 840179
(Address)

St. Augustine, Florida 32080
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Marc S. Gladstone at (904) 501-0659
(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:

☐ \$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

FILED

Friends of the St. Augustine Amphitheatre, Inc.

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

N09000006724

(Document Number of Corporation (if known))

2010 OCT 11 P 4: 24

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:

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)

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)

(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

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

SEE ATTACHMENT #1

**Amendments to the Articles of Incorporation for
Friends of the St. Augustine Amphitheatre, Inc.**

Attachment #1

Page1

Amend Article III to read as follows:

“The specific purpose for which the organization is organized is:

The organization’s primary purpose is to increase access to the St. Augustine Amphitheatre by schools and other non-profit community organizations by developing resources to:

Subsidize group attendance by these organizations at Amphitheatre cultural and arts events.

Provide subsidies, in the form of grants, to school and non-profit community organizations that wish to use the Amphitheatre for their own cultural or arts events, thereby improving the quality of life for residents and visitors to St. Johns County.”

Amend Article IV to read as follows:

“The manner in which directors are elected or appointed is:

The organization shall be run by a Board of Directors, or “Board.” This Board shall be comprised of five initial officers, President, Vice President, Secretary, treasurer and Membership Director. The initial board is appointed by the staff of the Cultural Events Division of the St. Johns County Parks and Recreation Department.

Board Election Procedures: All Board members shall serve three year terms, for a maximum of two terms. Names of potential Directors to fill expired terms shall be submitted to the Board by November 1. A list of candidates shall then be presented to the Board by December 1. A ballot vote by the Board will be held in January and will constitute the election process. The new Board Members’ term of office shall begin on March 1.

Officer Election Procedures: Officers shall be elected from the Board members at the annual Board meeting in February of each year.

Vacancies: Should a Board member resign before the end of his or her term, the vacant position may be filled by a ballot vote of the existing Board members on names they have submitted.”

Amendments to the Articles of Incorporation for
Friends of the St. Augustine Amphitheatre, Inc.

Attachment #1

Page2

Add Article VII to read as follows:

“ARTICLE VII: USE OF PROCEEDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.”

Add Article VIII to read as follows:

“ARTICLE VIII: DISSOLUTION OF ASSETS

Upon the dissolution of the corporation, 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 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. “

The date of each amendment(s) adoption: September 14, 2010

Effective date if applicable: September 14, 2010 *(date of adoption is required)*

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

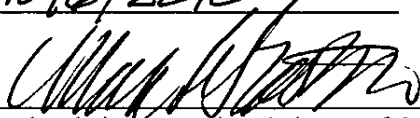
☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ 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

10/6/2010

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)

Marc S. Gladstone

(Typed or printed name of person signing)

Treasurer

(Title of person signing)