

ND90000000783

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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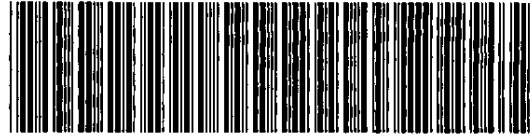
(Business Entity Name)

(Document Number)

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09/16/10--01036--022 **43.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 SEP 16 AM 9:31

Amend / cu3
@ 9/17/10



SECURITIES LITIGATION
ARBITRATION AND MEDIATION

135 PROFESSIONAL DRIVE, SUITE 101
PONTE VEDRA BEACH, FL 32082
PHONE: 904-280-8460
FAX: 904-285-1640

SGARD@INVESTORSLAWYERS.COM
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VIA FEDERAL EXPRESS

September 15, 2010

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Friends of the Ponte Vedra Concert Hall, Inc.; Document # N09000006783

Dear Sirs:

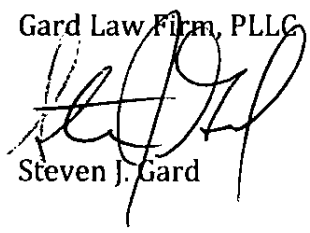
Please find enclosed the following relating to the Amendment of the above corporation's Articles of Incorporation:

1. Cover Letter (Division of Corporations form);
2. Articles of Amendment (Division of Corporations form);
3. Articles of Amendment (Attachment to Form);
4. Resolution of Board of Directors adopting amendment to Articles of Incorporation;
5. Check in the amount of 43.75 for filing fee and Certificate of Status.

An extra copy of documents 1 through 4 above is enclosed along with a stamped self-addressed envelope. Please return the extra copy stamped as "FILED" in the enclosed envelope. Thank you for your assistance and cooperation.

Very truly yours,

Gard Law Firm, PLLC


Steven J. Gard

Articles of Amendment
to
Articles of Incorporation
of

Friends of the Ponte Vedra Concert Hall, Inc.

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

N09000006783

(Document Number of Corporation (if known))

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
10 SEP 16 AM 9:31

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)

_____, 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

(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

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

please see attached amendment adding new Articles VII and VIII

[illegible]

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE
FRIENDS OF THE PONTE VEDRA CONCERT HALL, INC.**

The Articles of Incorporation of The Friends of the Ponte Vedra Concert Hall, Inc. are hereby amended in the following manner:

by adding new Articles VII and VIII as follows:

ARTICLE VII

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE TAX CODE.

ARTICLE VIII

UPON 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 CORRESPONDING SECTION OF ANY FUTURE 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 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.

Done this 14th day of September, 2010 pursuant to a duly-adopted Resolution of the Corporation's Board of Directors at a meeting of even date herewith.

Friends of the Ponte Vedra Concert Hall, Inc.

By: Robyn Morgan, President
Robyn Morgan, President

Attest: Christina Alford
Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF FRIENDS OF THE PONTE VEDRA
CONCERT HALL, INC.**

At a scheduled and properly-noticed meeting of the Board of Directors of the above Florida corporation on September 14, 2010 held at the Concert Hall in Ponte Vedra Beach, Florida with a quorum of the Elected Directors in attendance, and in order to conform the Corporation's Articles of Incorporation to IRS requirements for 501(c)(3) organizations,

BE IT HEREBY RESOLVED THAT THE CORPORATION'S ARTICLES OF INCORPORATION SHOULD BE AMENDED TO INCLUDE THE FOLLOWING PROVISIONS:

ARTICLE VII

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE TAX CODE.

ARTICLE VIII

UPON 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 CORRESPONDING SECTION OF ANY FUTURE 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 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 above resolution was passed and adopted by at least two thirds of the Directors in attendance at the meeting of the Board on September 14, 2010 in accordance with Article XI of the By-Laws of the Corporation, ordinary members of the Corporation not being entitled to vote on such matters under the By-Laws and the Corporation not having ordinary members at this time.

Friends of The Ponte Vedra Beach Concert Hall, Inc.

BY: Robyn Morgan, President
Robyn Morgan, President

ATTEST: Alyson Albino
Secretary

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 September 15, 2010

Signature Robyn Morgan
(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)

Robyn Morgan
(Typed or printed name of person signing)

President
(Title of person signing)