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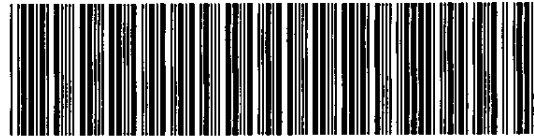
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Groupe Sportif Palm Beach, Inc.

DOCUMENT NUMBER: N09000011037

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

Please return all correspondence concerning this matter to the following:

Thomas S. Wrobel

(Name of Contact Person)

T.S. Wrobel & Associates

(Firm/ Company)

870 Market Street, Suite 645

(Address)

San Francisco, CA 94102

(City/ State and Zip Code)

info@nonprofitlegalcenter.com

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

For further information concerning this matter, please call:

Thomas Wrobel

(Name of Contact Person)

at (415) 928-4161

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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
Groupe Sportif Palm Beach, Inc.
Document Number: N09000011037**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

Article III is amended to read:

- A. This corporation is organized and operated 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 federal tax code. This Corporation shall be a nonprofit corporation. The specific purpose of the organization is :

The nature of the business and the purposes to be conducted and promoted by GROUPE SPORTIF PALM BEACH, Inc. shall be for charitable, health and wellness education, and amateur athletic competition purposes and it shall be nonprofit and nonpartisan; it shall benefit the public and community through cycling training, education, racing, and awareness, including advocacy of good health, fundraising, and cycling related events and cycling safety; including educating cyclists and motorists.

- B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- D. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of sections 501(c)3 of the Internal Revenue Code, or 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 disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization

or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

- E. All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

Adoption of Amendment(s)

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors on March 21, 2012.

Dated 3/21/12

Signature

Jeff Fleming, President