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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

AUG 31 2012

C. MUSTAIN

*Paul R. ...*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Downtown Cultural Alliance, Corp.

DOCUMENT NUMBER: N10000002734

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

Please return all correspondence concerning this matter to the following:

Judith Just  
(Name of Contact Person)

Judith ANN Just, Attorney P.A.  
(Firm/ Company)

306 N. Lakeside Drive  
(Address)

Lake Worth, FL 33460  
(City/ State and Zip Code)

Judithjust01@hotmail.com  
(E-mail address; to be used for future annual report notification)

For further information concerning this matter, please call:

Judith Just at (561) 547-0549  
(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 type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Downtown Cultural Alliance, Corp.

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

N10000002734

(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: N/A  
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable: N/A  
(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: N/A

(Florida street address)

New Registered Office 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.*

N/A  
Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

**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:** *N/A*

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<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)

See attached

DOWNTOWN CULTURAL ALLIANCE, CORP.

(A Florida Corporation Not for Profit)

THIS FIRST AMENDMENT TO THE BYLAWS OF DOWNTOWN CULTURAL ALLIANCE, CORP. is made this \_\_\_ day of August, 2012, by the BOARD OF DIRECTORS OF DOWNTOWN CULTURAL ALLIANCE, CORP. ("Corporation").

WHEREAS, the Corporation wishes to amend the Bylaws as set forth herein in accordance with Article VIII of the Bylaws; and

WHEREAS, a quorum of at least half of the Members of the Board have consented to this Amendment.

NOW, THEREFORE, in consideration of the foregoing, the Bylaws are hereby amended as set forth below.

**ARTICLE IX  
DISSOLUTION**

**Strike:**

~~Upon dissolution of the Downtown Cultural Alliance, Corp. the remaining assets will be used exclusively for exempt purposes, such as charitable, educational and/or scientific purposes.~~

**Insert:**

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.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be executed by its duly authorized officers in its name the day and year first above written.

8/27/2012

Downtown Cultural Alliance, Corp.  
DOWNTOWN CULTURAL ALLIANCE, CORP.

a Florida not-for-profit corporation

By:

Print Name: Joyce Brown, President

Attest:

Betty Resch, Vice President

The date of each amendment(s) adoption: 8/27/2012

Effective date if applicable: SAME  
(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 8/27/2012  
Signature Judith Just  
(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)

Judith Just  
(Typed or printed name of person signing)  
Vice President  
(Title of person signing)