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6/30/10

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION: Delray Beach Downtown Marketing Cooperative, Inc.**

**DOCUMENT NUMBER: N10000113695**

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

Please return all correspondence concerning this matter to the following:

David N. Tolces  
(Name of Contact Person)

Goren, Cherof, Doody & Ezrol, P.A.  
(Firm/ Company)

3099 E. Commercial Boulevard, #200  
(Address)

Fort Lauderdale, Florida 33308  
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

David N. Tolces at ( 954 ) 771-4500  
(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

Delray Beach Downtown Marketing Cooperative, Inc.

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

(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)

**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

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**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)*

Amending Article II, Section 2.1 to provide for a change from a 501(c)(3) corporation  
to a 501(c)(6) corporation.

Amending Article XI, to provide for a change from a 501(c)(3) corporation to a  
501(c)(6) corporation.

Amending Article XII, to provide for a change from a 501(c)(3) corporation to a  
501(c)(6) corporation.

See attached amendment.

**DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC.**  
**FIRST AMENDMENT TO ARTICLES OF INCORPORATION**

This First Amendment to the Articles of Incorporation for the Delray Beach Downtown Marketing Cooperative, Inc., hereinafter referred to as "corporation" or "organization" filed May 11, 2010 with the State of Florida Secretary of State, are amended as follows:

1. **Article II, Section 2.1 of the Articles of Incorporation is amended to read as follows:**

The purpose of the Cooperative is to provide an environment for open communication, and coordination of events, activities, and promotions to develop, promote and protect the agricultural, commercial, professional, cultural, residential, and general business interests of the downtown Delray Beach area, to be beneficial to the community and area.

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(6) or corresponding provisions of any subsequent Federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses, thereof, be distributed to another organization exempt under IRC Section 501(c)(6) or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

2. **Article XI of the Articles of Incorporation is amended to read as follows:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, intervene in, (including publishing or distribution of statements)

any political campaign on behalf of or in opposition to any candidate for public office. 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)(6) of the Internal Revenue Code, or the corresponding section of 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.

3. Article XII of the Articles of Incorporation is amended to read as follows:

If the corporation is dissolved, any residual assets of this Corporation will be distributed for one or more exempt purposes specified in Section 501(c)(6) of the Internal Revenue Code, or corresponding sections of any future Internal Revenue Law of the United States, or the Authority, or to the Federal, or the Florida State, or local government for exclusively public purposes. 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.

Dated: 6/16/2010



(Signature)

Brian Cheslack

(Print Name)

\_\_\_\_\_  
(Title)

SSG:DNT:js

The date of each amendment(s) adoption: May 27, 2010

*(date of adoption is required)*

Effective date if applicable: \_\_\_\_\_

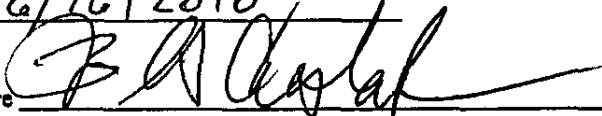
*(no more than 90 days after amendment file date)*

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 6/16/2010

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)

Brian Cheslack

(Typed or printed name of person signing)

\_\_\_\_\_  
(Title of person signing)