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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2011

SUSAN HURLEY
AMELIA ISLAND BLUES FESTIVAL INCORPORATE
96130 LANCEFORD LN
FERNANDINA BEACH, FL 32034

SUBJECT: AMELIA ISLAND BLUES FESTIVAL INCORPORATED
Ref. Number: N10000005825

We have received your document for AMELIA ISLAND BLUES FESTIVAL INCORPORATED and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE ENTITLE THE ARTICLES, AMENDED ARTICLES OF INCORPORATION.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 011A00004021

**ARTICLES OF INCORPORATION
OF
AMELIA ISLAND BLUES FESTIVAL INCORPORATED**

AMENDED FEBRUARY 22, 2011

**WITH A 5-0 YES VOTE BY THE DIRECTORS OF THE AMELIA ISLAND BLUES
FESTIVAL INCORPORATED. THERE ARE NO MEMBERS THAT HAVE
VOTING RIGHTS**

The undersigned, acting as the incorporator of a not for profit corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE 1
NAME**

The name of the corporation is Amelia Island Blues Festival Incorporated.

**ARTICLE 2
PLACE OF BUSINESS AND MAILING ADDRESS**

The Principle place of business of this corporation is 96130 Lanceford Lane, Fernandina Beach, Fl 32034.

**ARTICLE 3
PURPOSE**

Amelia Island Blues Festival, Inc. 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© (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public officer. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (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 the Court of Common Pleas of the county in which the principal office of the organization 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 corporation shall act in such ways as the Board of Directors of the Corporation shall determine in its discretion, including, but not limited to, and for such purposes as to:

- A) Create an annual funding stream for our local charities.

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- B) Benefit area residents and visitors by providing access to world-class blues musicians.
- C) Provide educational programming to Nassau County Students, bringing the history of blues music into the classrooms.
- D) Promote Amelia Island as a tourist destination by drawing blues enthusiasts from around the nation and the world.

It may exercise all other powers conferred upon it by its charter or by the applicable nonprofit corporation laws of the state of Florida and all in accordance with its bylaws as the same may be hereinafter amended.

The Corporation's purposes also include the limited participation of the Corporation in any other legal activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization classified as a supporting organization within the meaning of Section 509 (a) (3) of the Internal Revenue Code.

The Corporation is also organized to promote, encourage, and foster any other similar charitable and educational activities: to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort of nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes for the Corporation and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the accomplishment of the purposes of this Corporation.

ARTICLE 4

MEMBERS OF THE CORPORATION AND THEIR RIGHTS

All business of the Corporation shall be conducted by the Board of Directors. The corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to any person, persons or organization.

ARTICLE 5

BOARD OF DIRECTORS

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have minimum of five directors. The initial Directors are:

Jeff Malone
4705 Rigging Drive
Fernandina Beach, Florida 32034

Jeff Barksdale
961084 Buccaneer Trail
Fernandina Beach, Florida 32034

Susan Hurley
96130 Lanceford Lane
Fernandina Beach, Florida 32034

Johan Ramakers
2510 First Avenue
Fernandina Beach, Florida 32034

Marty Scott
1525 Lime Street
Fernandina Beach, Florida 32034

ARTICLE 6
LIMITATION OF CORPORATE POWERS

This corporation is formed exclusively for charitable, educational, literary, civic and social welfare purposes. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 c (3) of the Internal Revenue Code of 1986 or by an organization, contributions to which are deductible under Section 170 c (2) of the Internal Revenue Code of 1986.

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, or intervene in including the publishing or distribution of statements any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, employees, 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 tax-exempt purposes of the corporation set forth in Article 3.

ARTICLE 7
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501 c (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and which subscribe to the Statement of Faith as set forth in the bylaws of the Corporation.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principle office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes and subscribe to the statement of Faith of the Corporation.

ARTICLE 8
REGISTERED AGENT

The street address of the initial registered office of the corporation is 96130 Lanceford Lane, Fernandina Beach, Fl 32034 and the name of the initial registered agent of the corporation at the initial registered office is Susan Hurley.

ARTICLE 9
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, the bylaws or amendments thereto, and any right conferred upon the Directors is subject to this reservation.

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal these Articles shall be vested in the Directors subject to the approval of the member.

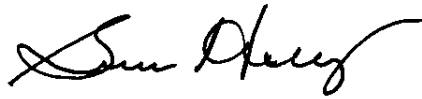
ARTICLE 10
INCORPORATOR

The name of the incorporator of the incorporation is Susan Hurley and the address of the incorporator is 96130 Lanceford Lane Fernandina Beach, Fl 32034.

ARTICLE 11
DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

In Witness Whereof, the undersigned, being the incorporator of this Corporation, have executed these Articles of incorporation this 22 day of FEB, 2011.



Susan Hurley
Amelia Island Blues Festival, Inc
Treasurer

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATON, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING SSTATEMENT ISN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is: Amelia Island Blues Festival Incorporated.
- 2) The name of the registered agent is Susan Hurley, and the address of the registered office is 96130 Lanceford Lane Fernandina Beach 32034.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Susan Hurley

Date