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(Address)

(Address)

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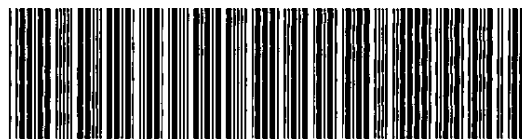
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TALLAHASSEE, FLORIDA

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01/26/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gainesville Environmental Film and Arts Festival

DOCUMENT NUMBER: N10000006211

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

Please return all correspondence concerning this matter to the following:

Patricia L. Riley
(Name of Contact Person)

Gainesville Environmental Film and Arts Festival
(Firm/ Company)

1615 NW 21 Avenue
(Address)

Gainesville, FL 32605
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Patricia L. Riley at (954) 384-9466
(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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

GAINESVILLE ENVIRONMENTAL FILM + ARTS FESTIVAL, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

N10000006211

(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)

P.O. Box 358711

Gainesville, FL

32635-8711

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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(Attach additional sheets, if necessary)

Page 2 of 3

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

(date of adoption is required)

Effective date if applicable: June 27, 2010

(no more than 90 days after amendment file date)

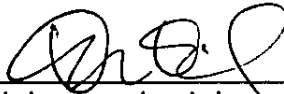
Adoption of Amendment(s)

(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 July 08, 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)

Patricia L. Riley

(Typed or printed name of person signing)

Festival Director, Incorporator

(Title of person signing)

Articles of Incorporation of the Gainesville Environmental Film and Arts Festival, Inc.

The undersigned, who are citizens of the United States, desiring to form a Not-for-Profit Corporation under the Florida Not-for-Profit Corporation Act ("Act"), do hereby certify:

Article I

Corporation Name

The name of the Corporation shall be the **Gainesville Environmental Film and Arts Festival, Inc. ("Corporation")**.

Article II

Registered Agent, Registered Office and Principal Office of the Corporation

The registered agent of the corporation is Patricia L. Riley and the street and mailing address of the initial principal office of the Corporation is 1615 NW 21 Avenue, Gainesville, FL 32605 in Alachua County.

Article III

Purposes and Powers

Section 3.01 Corporate Purposes. The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the internal revenue code of 1986, as amended (the "Code").

Notwithstanding any other provision of these Articles of the Corporation this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation which include the following:

(a) to provide environmental education to the public through film, the visual arts, performing arts, workshops, informational events, environmental tours and any other forum of media that is conducive to conveying information about the environment and related issues; and

(b) to increase public awareness of environmental practices that promote and enhance public health and improve the quality of life in urban, suburban and rural settings.

Section 3.02 Corporate Powers. Every corporation not-for-profit organized under this chapter, unless otherwise provided in its articles of incorporation or bylaws, shall have power to:

The Corporation shall have all of the general rights, privileges, immunities, franchise and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are: (i) in furtherance of the purposes expressly provided for in Section 3.01 of this

Article, (ii) in furtherance of activities to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, and (iii) in furtherance of activities permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c)(2) , Section 2055 (a)(2), and Section 2522 (a)(2) of the Code.

Article IV

Incorporator

The name and address of the Incorporator of the Corporation is:

Name: Patricia L. Riley

Address: 1615 NW 21 Avenue, Gainesville, Florida 32605

Article V

Board of Directors

Section 5.01 Authority of the Board of Directors. The control and management of the property, affairs, business, and activities of the Corporation shall be vested in the board of directors as provided in the bylaws of the Corporation. The board of directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by these Articles of Incorporation or by the bylaws of the Corporation, as now or hereafter in effect.

Section 5.02 Number, Election, Terms and Removal of Directors. The directors of the Corporation shall be appointed, elected, removed, and hold office as specifically provided in the bylaws of the Corporation.

Article VI

Earnings and Distributions

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 III, Section 3.01 of these Articles of Incorporation. 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. 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)(3) of the Code, or the corresponding section of any future

corresponding Section of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any future corresponding section of the Code.

Article VII

Term of Existence

The Corporation shall have perpetual existence.

Article VIII

Amendments to Articles of Incorporation and Bylaws

Section 8.01 Amendment to Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, however, that such power of amendment requires the affirmative vote of the majority of the number of directors then in office. The directors shall not authorize any amendment which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deductions under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code.

Section 8.02 Amendments to Bylaws. The power to make, adopt, alter, amend, modify or repeal the bylaws of the Corporation shall be vested only in the board of directors, as specifically provided in the bylaws.

Article IX

Indemnification of Board Directors and Officers

Section 9.01 Indemnification To the fullest extent permitted by law, this Corporation shall indemnify directors, officers, employees and agents, and persons formally occupying any positions, and the heirs, executors and administrators of such persons as against all expenses (including attorneys fees and disbursements, judgments, fines settlements, and other amounts actually and reasonably incurred by them) in connecting with any action, suit, or proceeding, including actions by or in the right of the corporation by reason of the fact that the person was a director, officer, employee or agent of the corporation.

Section 9.02. Indemnification Not Exclusive. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled.

Section 9/03 Insurance. The board of directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and

other agents against any liability asserted against or incurred by such person, such capacity or arriving out of the person's status as such.

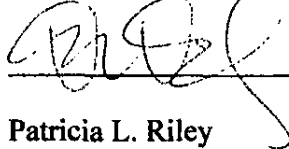
Article X

Dissolution Distribution

Section 9.01 Dissolution. The corporation may be dissolved only upon the vote of two thirds of the actual members of the directors then in office. 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.

Section 9.02 Distribution. In the event of complete liquidation, dissolution of the corporation, or the winding up of its affairs, the board of the directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute all of the assets of the Corporation exclusively for the purposes of the organization in such manner as the board of the directors shall determine, to one or more organizations which are organized and operated for charitable and educational purposes, and which, at the time, qualify as exempt organizations under Section 501(c)(3) of the Code; provided, however, that any assets received from a governmental agency shall be returned to that agency if required and as prescribed by law. Any such assets not so disposed of shall be disposed by the appropriate Court of Alachua County Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

In Witness Whereof, I have hereunto subscribed my name this day of June 09, 2010.



Patricia L. Riley

Incorporator