

N110000002350

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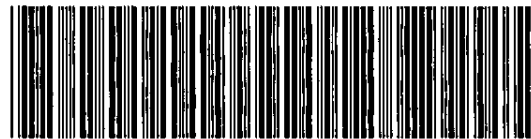
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C. CARROTHERS

ELLIOT P. BORKSON, P.A.

1313 S. Andrews Avenue
Fort Lauderdale, FL 33316
Telephone: (954) 462-6360
Facsimile: (954) 462-5225
E-mail: ellpremo@hotmail.com

VIA FED EX

November 06, 2014

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: Amendment to Articles of Incorporation of
International Gay & Lesbian Travel Association Foundation, Inc.**

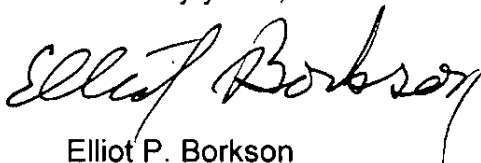
To Whom It May Concern:

Enclosed is an Amendment to the Articles of Incorporation of the above-referenced corporation, Document Number N11000002350.

Also enclosed is a copy of the Amendment to the Articles of Incorporation, and a check in the amount of Forty-Three Dollars and Seventy-Five Cents (\$43.75) for the filing fee and certified copy.

Please contact me if you have any questions, otherwise please file the Amendment to the Articles at your earliest convenience.

Sincerely yours,



Elliot P. Borkson
EPB:clm
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INTERNATIONAL GAY & LESBIAN TRAVEL ASSOCIATION FOUNDATION, INC.

DOCUMENT NUMBER: N11000002350

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

Please return all correspondence concerning this matter to the following:

Elliot P. Borkson, Esq.

(Name of Contact Person)

Elliot P. Borkson, P.A.

(Firm/ Company)

1313 S. Andrews Ave.

(Address)

Fort Lauderdale, FL 33316

(City/ State and Zip Code)

ellpremo@hotmail.com

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

For further information concerning this matter, please call:

Elliot P. Borkson

(Name of Contact Person)

at 954 462-6360

(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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input 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

INTERNATIONAL GAY & LESBIAN TRAVEL ASSOCIATION FOUNDATION, INC.

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

N11000002350

(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:

(Principal office address MUST BE A STREET ADDRESS)

c/o Elliot P. Borkson, P.A.

1313 S. Andrews Ave.

Fort Lauderdale, FL 33316

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

c/o Elliot P. Borkson, P.A.

1313 S. Andrews Ave.

Fort Lauderdale, FL 33316

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: Elliot P. Borkson, Esq.

1313 S. Andrews Ave.

(Florida street address)

New Registered Office Address:

Fort Lauderdale

(City)

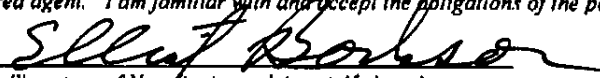
Florida

33316

(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

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)

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

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	DO	JOHN R. TANZELLA	1201 NE 26TH ST. SUITE 103 FORT LAUDERDALE, FL 33305
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	DEBORAH SAS	1201 NE 26TH ST. SUITE 103 FORT LAUDERDALE, FL 33305
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	DT	BRIANNA MURPHY	TRILLIUM ASSET MGMT 711 ATLANTIC AVE. BOSTON, MA 02111
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	DVC	STEPHAN ROTH	OUTTHINK PARTNERS 8396 WILSHIRE BLVD., #587 BEVERLY HILLS, CA 90211
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	DS	RICHARD GRAY	100 E. BROWARD BLVD., SUITE 200 FORT LAUDERDALE, FL 33301
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 pages (A-D)

2. Article IV is deleted in its entirety and the provisions relating to the Board of Directors shall be as follows:

Article IV: Board of Directors

1. **General Powers.** The property, affairs and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of the Corporation and to committees such powers as provided for in these Articles of Incorporation.

2. **Number.** There are currently twelve (12) Directors of the Corporation. The number of Directors may be reduced or increased as shall be decided by the Directors, from time to time, so long as the number of Directors is not less than three (3).

3. **Terms.** Directors shall serve for a term of two (2) years. The Board may establish a procedure where there are staggered terms for Directors and a percentage of the Board of Directors is elected each year. The Directors may succeed themselves in office.

4. **Resignation.** Any Directors may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or if not time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

5. **Removal.** A Director may be removed from office prior to the expiration of the term by a majority vote of the Directors.

6. **Vacancies.** Vacancies among the Directors, whether caused by resignation, death, removal or expiration of a term, shall be filled by the Directors.

7. **Meetings.** (a) The Board of Directors shall provide, by resolution, the time and place, within the State of Florida or any other state of the United States of America, for the holding of the annual meeting of the Board and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the Chairman or the President, or by a majority of the voting Directors then in office,

(A)

who may fix any place, whether within or without the State of Florida, as the place for holding any special meeting.

8. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally, electronic methods or mail delivered to each Director at his physical or electronic address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Articles of Incorporation.

9. Quorum. The presence in person or by telephone, electronic medium or by proxy, by a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

10. Manner of Acting. Except as stated, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Articles. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other or may vote by mail ballot.

11. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

12. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

3. Article V is amended to provide as follows:

(B)

Article V: The current names and addresses of the Executive Committee of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jeff Guaracino	International Gay & Lesbian Travel Association Foundation 2301 Boardwalk Historic BoardWalk Hall Atlantic City, NJ 08401
Richard Gray	100 East Broward Blvd., Suite 200 Fort Lauderdale, FL 33301
Stephan A. Roth	OutThink Partners 8306 Wilshire Blvd., #567 Beverly Hills, CA 90211
Brianna M. Murphy	Trillium Asset Management Two Financial Center 60 South Street, Suite 1100 Boston, MA 02111

In addition, there are eight (8) other members of the Board of Directors.

4. Article VI is amended to provide as follows:

Article VI: The name and Florida street address of the registered agent is:

<u>Name</u>	<u>Address</u>
Elliot P. Borkson, Esq.	1313 S. Andrews Ave., Fort Lauderdale, FL 33316

5. Article VIII is amended to provide as follows:

Article VIII: The affairs of the Corporation shall be carried on through its Board of Directors. The Corporation shall not have stockholders. The election or appointment of new Directors shall be established by the Articles of Incorporation. In furtherance and

①

not in limitation of the powers conferred by statute, the Corporation is expressly authorized to carry on its affairs and activities and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

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 11-5-14

Signature Jeff Guaracino
(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)

JEFF GUARACINO

(Typed or printed name of person signing)

DIRECTOR/CHAIRMAN

(Title of person signing)