

N110000006805

(Requestor's Name)

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(Business Entity Name)

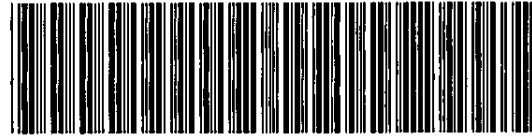
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FILED  
2012 FEB 17 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

FEB 17 2012

T. BROWN

**COVER LETTER**

TO: Amendment, Section,  
Division of Corporations

NAME OF CORPORATION: Friends of Old Seven, Inc.

DOCUMENT NUMBER: N1100000 6805

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

Please return all correspondence concerning this matter to the following:

BERNARD SPINRAD, President  
(Name of Contact Person)

Friends of Old Seven, Inc.  
(Firm/ Company)

5409 Overseas Highway  
(Address)

MARATHON, FL 33050  
(City/ State and Zip Code)

INFO @ old7.org - INFO @ old7.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BERNARD SPINRAD at ( 305 ) 903-8303  
(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 & | <input checked="" type="checkbox"/> \$43.75 Filing Fee & | <input type="checkbox"/> \$52.50 Filing Fee |
| Certificate of Status                    | Certified Copy                                | Certificate of Status                                    | Certified Copy                              |
|  | (Additional copy is                           | (Additional Copy is                                      |   |
|  | enclosed)                                     | 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 6, 2012

BERNARD SPINRAD  
FRIENDS OF OLD SEVEN, INC.  
5409 OVERSEAS HWY  
MARATHON, FL 33050

SUBJECT: FRIENDS OF OLD SEVEN, INC.  
Ref. Number: N11000006805

We have received your document for FRIENDS OF OLD SEVEN, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

The date of adoption of each amendment must be included in the document.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 012A00004671

Articles of Amendment  
to  
Articles of Incorporation  
of

Friends of Old Seven, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N11000006805  
(Document Number of Corporation (if known))

FILED  
2012 FEB 17 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**)

5409 Overseas Highway  
SUITE 271  
MARATHON, FL 33050

**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: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (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:

X Change      PT      John Doe  
X Remove      V      Mike Jones  
X 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	<u>S</u>	<u>John MORRIS</u>	<u>5409 Overseas Highway</u> <u>MARATHON, FL 33010</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>T</u>	<u>Riet STEINMETZ</u>	<u>116 GOLF WINDS LANE</u> <u>MARATHON, FL 33010</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>JEFF Schocker</u>	<u>308 BUTON WOOD DR.</u> <u>TELMONADA, FL 33036</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>MIKE CROSS</u>	<u>1589 Yellowtail AL.</u> <u>MARATHON, FL 33010</u>
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)

SUBMITTING AN ENTIRE SET of  
Articles of Amendment,  
including those required  
by the IRS for 501(c)3  
Certification

The date of each amendment(s) adoption: February 13, 2012  
Effective date if applicable: February 13, 2012  
(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 ~~January 30, 2012~~ February 13, 2012  
Signature Bernard Spivack, President  
(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)

BERNARD SPIVACK  
(Typed or printed name of person signing)  
President  
(Title of person signing)



# **ARTICLES OF AMMENDMENT TO ARTICLES OF INCORPORATION**

## **ARTICLE I INTENT TO FORM AN ORGANIZATION**

- 1.01 The name of the organization shall be **Friends of Old Seven, Inc.**
- 1.02 **Friends of Old Seven, Inc.** shall be organized exclusively for charitable purposes under section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 1.03 The organization may at its pleasure by a vote of the Board of Directors change the name.

## **ARTICLE II PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of **Friends of Old Seven, Inc.** is:

5409 Overseas Highway, Suite 271  
Marathon, FL 33050

## **ARTICLE III PURPOSES**

The following are the purposes for which **Friends of Old Seven, Inc.** has been organized:

- 3.01 **Friends of Old Seven, 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 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 3.02 The purpose of **Friends of Old Seven, Inc.** shall be to serve as a credible and official entity that is responsible for expressing public input to the ongoing processes revolving around the reconstruction of the Old Seven Mile Bridge.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

- 4.01 The business of **Friends of Old Seven, Inc.** shall be managed by a Board of Directors, consisting of at least five (5), but not more than ten (10) directors.
- 4.02 Potential Board Members may be nominated by a current Board member. Nominations must be brought to the Board at a monthly meeting and voted on by a majority of a quorum at that meeting.
- 4.03 Board members shall be elected for a two year term and may succeed themselves.
- 4.04 The Board of Directors shall only act in the name of **Friends of Old Seven, Inc.** when it is convened by its President after due notice to all directors of such a meeting. A minimum of three (3) of the Board members shall constitute a quorum. A majority of a quorum three (3) shall be sufficient to carry out the business of the Board. If a special meeting is necessary, members must be notified 48 hrs in advance by email or other means.
- 4.05 Each director shall have one (1) vote and such voting may not be done by proxy. In the event of a tie, the President's vote shall not be counted.
- 4.06 If it is not possible to convene in person, an electronic meeting may be held and the votes may be cast electronically.
- 4.07 The Board of Directors may make rules and regulations as it may in its discretion determine necessary.
- 4.08 The Board shall elect a President, Vice-President, Secretary and Treasurer who may serve longer than two terms at the discretion of the Board of Directors.
- 4.09 Any officer or director, by an affirmative vote of at least two-thirds of the Board members, may be removed from office for nonfeasance or malfeasance in the performance of duties.

## **ARTICLE V**

### **DUTIES AND RESPONSIBILITIES - OFFICERS**

#### **President**

- 5.01 The President of the Board shall preside over all meetings of the Board.
- 5.02 The President shall appoint from volunteers, members for all committees.

- 5.03 The President shall serve as an ex-officio member of all committees.  
5.04 The President shall prepare the agenda for each board meeting.

Vice-President

- 5.11 The Vice-President shall be the next in line to assume all duties assigned to the President if that officer is indisposed or removed.  
5.12 The Vice-President shall handle various strategic duties as assigned by the President.

Secretary

- 5.21 The Secretary shall keep the minutes of all board meetings. A copy of these minutes shall be distributed to each Board member as soon after each meeting as practical and shall be available as a permanent record.

Treasurer

- 5.21 The Treasurer shall prepare the yearly operating budget  
5.22 The Treasurer oversees the process of receiving all monies and disbursements, and the disbursement by check all funds owed in a timely manner.  
5.23 The Treasurer or designee shall report the account balances and outstanding debts at each board meeting. The report shall then be submitted in writing for the permanent record.  
5.24 The accounts of the Treasurer shall have an outside review and/or audit by an accountant and/or CPA annually. The results shall be presented to the Board of Directors at the next meeting following completion of the audit/review.  
5.25 Any expenditures over \$500 require formal approval of the Board.

Current Officers (as of January 30<sup>th</sup>, 2012):

- 5.30 Bernard Spinrad, President, 58418 Overseas Highway, Marathon, FL 33050  
5.31 Mike Puto, Vice President, 700-89<sup>th</sup> Street, Ocean, Marathon, FL 33050  
5.32 Jeffrey Schocket, Treasurer, 308 Buttonwood Drive, Islamorada, FL 33036  
5.33 Mike Cross, Secretary, 1584 Yellowtail Avenue, Marathon, FL 33050

**ARTICLE VI**

**NAME AND ADDRESS OF INITIAL REGISTERED AGENT**

Mr. Bernard Spinrad, with address at 58418 Overseas Highway, Marathon, FL, 33050, is the initial and current registered agent.

**ARTICLE VII**

Mr. Bernard Spinrad, with address at 58418 Overseas Highway, Marathon, FL, 33050, is the incorporator.

## **ARTICLE VIII**

### **SALARIES AND PAYMENTS**

- 8.01 No part of the net earnings of **Friends of Old Seven, Inc.** shall inure to the benefit of any member, Director or Officer of **Friends of Old Seven, Inc.**, or any private individual, except that reasonable compensation may be paid for services rendered to or for **Friends of Old Seven, Inc.** affecting one or more of its purposes.
- 8.02 Additional rules regulating salaries or any form of compensation shall be provided in a Conflict of Interest Policy as approved by a majority of the Board.

## **ARTICLE IX**

### **PRECLUDING ACTIVITIES OF A POLITICAL NATURE**

- 9.01 No substantial part of the activities of **Friends of Old Seven, Inc.** shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and **Friends of Old Seven, Inc.** shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 9.02 Notwithstanding any other provision of this document, **Friends of Old Seven, Inc.** shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Service, or corresponding section of any future federal tax code, or (b) 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.

## **ARTICLE X**

### **CONFLICT OF INTEREST POLICY**

- 10.01 **Friends of Old Seven, Inc.** shall prepare and ratify by majority vote a set of Conflict of Interest policies based upon standards that are considered to be adequate and of high character.

## **ARTICLE XI**

### **DISSOLUTION**

- 11.01 Upon the dissolution of **Friends of Old Seven, Inc.**, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 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

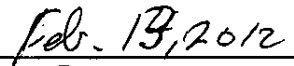
county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII** **AMENDMENTS**


12.01 These articles of incorporation may be altered, amended, repealed or replaced by a quorum of the Board of Directors at the monthly meeting or at a special called by the President.

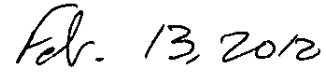
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Required Signature of Registered Agent

  
\_\_\_\_\_  
Date

*I submit this document and affirm that the facts state herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Required Signature of Incorporator

  
\_\_\_\_\_  
Date