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TALLAHASSEE, FLORIDA

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NOV - 1 2012

C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FRIENDS OF THE CARR REFUGE, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Brandon Smith

(Name of Contact Person)

FRIENDS OF THE CARR REFUGE, INC.

(Firm/ Company)

482 Delmonico St NE

(Address)

Palm Bay, FL 32907

(City/ State and Zip Code)

brandonthemagician@gmail.com

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

For further information concerning this matter, please call:

Brandon Smith

(Name of Contact Person)

at (**321**) **952-2411**

(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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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

FRIENDS OF THE CARR REFUGE, 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:

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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: N/A

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

N/A
, 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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TALLAHASSEE, FLORIDA

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Lee Schmudde</u>	<u>1230 Wright Circle, Unit 307</u> <u>Celebration, FL 34747</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Vince Lamb</u>	<u>11590 Dragon Point Dr.</u> <u>Merritt Island, FL 32952</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Duane Defreese</u>	<u>200 Deland Ave</u> <u>Indialantic, FL 32903</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Michael Splitt</u>	<u>3594 Egret Dr.</u> <u>Melbourne, FL 32901</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Dean Bagley</u>	<u>430 Lakeview Dr.</u> <u>Melbourne Beach, FL 32951</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Additional Sheet Attached

ARTICLES OF AMENDMENT
to
THE ARTICLES OF INCORPORATION
of
FRIENDS OF THE CARR REFUGE, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The adopted amendments are as follows:

ARTICLE III.

Article III of the original Articles of Incorporation shall be changed to read:

The purpose and objectives of the corporation are as follows:

(a) To promote the preservation of the natural resources of the Archie Carr National Wildlife Refuge and engage in such educational, scientific and civic activities as will assist the management of the refuges.

(b) The corporation 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 the corresponding section of any future federal tax code.

ARTICLE VII.

Article III of the original Articles of Incorporation shall be changed to read:

Title: President/Chair
Brandon Smith
482 Delmonico St. NE
Palm Bay, FL 32907

Title: Vice-President/Vice-Chair
Jill Uttridge
9530 W. Maiden Ct.
Vero Beach, FL 32963

Title: Secretary
Lee Schmudde
1230 Wright Circle, Unit 307
Celebration, FL 34747

Title: Treasurer
Vince Lamb
11590 Dragon Point Dr.
Merritt Island, FL 32952

Title: Director
Duane Defreese
200 Deland Ave.
Indialantic, FL 32903

Title: Director
Michael Splitt
3594 Egret Dr.
Melbourne, FL 32901

Title: Director
Dean Bagley
430 Lakeview Dr.
Melbourne Beach, FL 32951

ARTICLE VIII.

The original Articles of Incorporation shall add Article VIII 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 Third 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, 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 Internal Revenue Code, or the corresponding section of any 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.

ARTICLE IX.

The original Articles of Incorporation shall add Article IX as follows:

The corporation shall indemnify any officer or director of the corporation, current or former, against all expenses or liabilities reasonably incurred by such director or officer on behalf of the corporation. This right of indemnification shall apply regardless of whether the director or officer was a director or officer at the time the expenses or liabilities were incurred. This includes any settlement of such debt or liability, except in the event that the director or officer is adjudicated guilty of malfeasance in the performance of his duties as a director or officer. In the event of a settlement, the indemnification herein shall apply only to such settlements approved by the Board of Directors as being in the best interests of the corporation. This right of indemnification shall be in addition to, not exclusive, of all other rights to which the director or officer may be entitled.

ARTICLE X.

The original Articles of Incorporation shall add Article X as follows:

Amendments to the Articles of Incorporation or the Bylaws of FOCR may be proposed by any member of the Board of Directors and shall be adopted by a vote of two-thirds (2/3) of the Board of Directors present at

any meeting, provided that a quorum is present. A copy of the proposed amendment(s) shall be provided to each member of the Board of Directors at least one (1) week prior to the meeting at which the amendment is to be discussed.

ARTICLE XI.

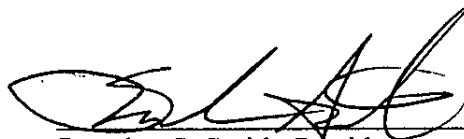
The original Articles of Incorporation shall add Article XI as follows:

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. 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.

SECOND: The date of adoption of the foregoing amendments was September 12, 2012.

THIRD: The foregoing amendments were adopted by the Board of Directors after approval by a sufficient number of votes according to the bylaws of the corporation.

In Witness whereof, the undersigned have executed these Amendments to the Articles of Incorporation of this corporation and state that these Amendments have been approved in accordance with the bylaws of the corporation.



Brandon S. Smith, President
Friends of the Carr Refuge, Inc.

10/26/2012

STATE OF FLORIDA
COUNTY OF BREVARD

The date of each amendment(s) adoption: 9/12/2012

Effective date if applicable: 9/12/2012
(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 10/26/12
Signature [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)

Brandon Smith

(Typed or printed name of person signing)

President

(Title of person signing)