

N12000004065

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TALLAHASSEE, FLORIDA

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5/22/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Parents, Families and Friends of Lesbians and Gays - Palm Beach Chapter, Inc.

DOCUMENT NUMBER: N12000004065

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

Please return all correspondence concerning this matter to the following:

Steven Greenfield

(Name of Contact Person)

(Firm/ Company)

6671 E Liseron

(Address)

Boynton Beach, FL 33437

(City/ State and Zip Code)

steve@pflagpbc.org

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

For further information concerning this matter, please call:

Steven Greenfield

(Name of Contact Person)

at (**561**) **762-0778**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 7, 2012

STEVEN GREENFIELD
6671 E LISERON
BOYNTON BEACH, FL 33437

SUBJECT: PARENTS, FAMILIES AND FRIENDS OF LESBIANS AND GAYS -
PALM BEACH CHAPTER, INC.
Ref. Number: N12000004065

We have received your document for PARENTS, FAMILIES AND FRIENDS OF LESBIANS AND GAYS - PALM BEACH CHAPTER, 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.

If you are trying to change the corporate name, please fill out part "A" of your form.

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) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 512A00013665

Articles of Amendment
to
Articles of Incorporation
of

PARENTS, FAMILIES AND FRIENDS OF LESBIANS AND GAYS - PALM BEACH CHAPTER, INC.

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

N12000004065

(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)

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:

(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

FILED

12 MAY 18 AM 10:51

SECRETARY OF STATE
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:

X Change PT John Doe
X Remove V Mike Jones
X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change ___ Add ___ Remove	<u>T</u> _____	<u>Nancy Verhelst</u> _____	<u>9152 Talway Circle</u> _____ <u>Boynton Beach, FL 33437</u> _____
2) <u>X</u> Change ___ Add ___ Remove	<u>S</u> _____	<u>Steven Greenfield</u> _____	<u>6671 E Liseron</u> _____ <u>Boynton Beach, FL 33437</u> _____
3) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
4) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
5) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
6) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____

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

see attached

Amended
ARTICLES OF INCORPORATION

Articles of Incorporation of the undersigned individuals, who are 18 years of age or older, desiring to form a Nonprofit Corporation under the Nonprofit Corporation Law of Anystate, do hereby certify:

Article I - NAME:

Parents, Families and Friends of Lesbians and Gays – Palm Beach Chapter, Inc.

Article II - PRINCIPLE OFFICE:

5761 Duckweed Road
Lake Worth, FL 33449

Article III - PURPOSE:

PFLAG promotes the health and well-being of lesbian, gay, bisexual and transgendered persons, their families and friends through support, to cope with an adverse society; education, to enlighten an ill-informed public; and advocacy, to end discrimination and to secure equal civil rights. Parents, Families and Friends of Lesbians and Gays provides opportunities for dialogue about sexual orientation and gender identity, and acts to create a society that is healthy and respectful of human diversity.

Article IV - MANNER OF ELECTION:

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation.

Article V - INITIAL OFFICERS AND/OR DIRECTORS:

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The number of directors constituting the initial board of directors is three (3); their names and addresses are as follows:

Carole Benowitz, President
5761 Duckweed Road
Lake Worth, FL 33449

Nancy Verhelst, Treasurer
9152 Talway Circle
Boynton Beach, FL 33437

Steven Greenfield, Secretary
6671 E Liseron
Boynton Beach, FL 33437

Article VI – DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation 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.

Article VII - POWERS:

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as amended.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

Article VIII - MEETINGS:

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

Article IX – MEMBERS:

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

Article X – EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. 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 organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization 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 or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

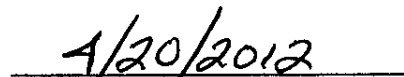
Article XI – INCORPORATORS

In witness whereof, I, the undersigned, have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Florida and certify I executed these Articles of Incorporation on April 19, 2012.

Article XII – REGISTERED AGENT

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 stated 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 Registered Agent


Date

The date of each amendment(s) adoption: 4/20/2012

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 4/24/2012

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)

Steven Greenfield

(Typed or printed name of person signing)

Secretary

(Title of person signing)