

N12000010482

(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

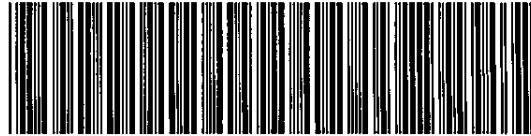
(Business Entity Name)

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TALLAHASSEE, FLORIDA

ARM
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**AMENDED
ARTICLES OF INCORPORATION
OF
ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.
DOCUMENT NUMBER: N12000010482**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not-for-profit pursuant to Florida Statute Chapter 617 and do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is **ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.**

ARTICLE II. NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III. DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE IV. PURPOSE

This 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 corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or Officers, but 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 IV (Purposes) hereof.

ARTICLE VI. MEMBERS

The members of the Corporation shall be the Board of Directors of **ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.** as from time to time elected. one-third (1/3) of the Members appearing in person or by proxy shall constitute a quorum at a meeting of the Members, however, there must be at least two (2) members present at all meetings. The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alice McLaughlin	1920 Via Contessa Winter Park, Florida 32789
Pablo Munoz	1920 Via Contessa Winter Park, Florida 32789
Richard A. Leigh	1031 West Morse Blvd., Suite 350 Winter Park, FL 32789

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable

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TALLAHASSEE FLORIDA

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1987 or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1987 or the corresponding provision of any future United States Internal Revenue Code. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Code of 1987 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation.

ARTICLE VII. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the Corporation is: 2464 Grand Teton Circle, Winter Park, Florida 32792, and the name and address of the Registered Agent are: Richard A. Leigh, 1031 West Morse Blvd., Suite 350, Winter Park, Florida 32789.

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ARTICLE VIII. BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Directors shall be elected as set forth in the Bylaws. The Bylaws may provide for *ex officio* and honorary Directors and their rights and privileges. The name and address of each current Director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alice McLaughlin	1920 Via Contessa Winter Park, Florida 32789
Pablo Munoz	1920 Via Contessa Winter Park, Florida 32789
Richard A. Leigh	1031 West Morse Blvd., Suite 350 Winter Park, FL 32789

ARTICLE IX. OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors, (and may be removed by the Board of Directors), at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>President:</u> Alice McLaughlin	1920 Via Contessa
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TALLAHASSEE, FLORIDA

Winter Park, Florida 32789

Treasurer:
Pablo Munoz

1920 Via Contessa
Winter Park, Florida 32789

Secretary:
Alice McLaughlin

1920 Via Contessa
Winter Park, Florida 32789

ARTICLE X. BY-LAWS

The By-Laws of this corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XII. NONSTOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE XIV. DISSOLUTION

Upon dissolution of this 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in 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 shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV. INCORPORATOR

The name and address of each Incorporator is as follows:

NAME

ADDRESS

Alice McLaughlin

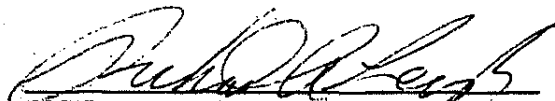
**1920 Via Contessa
Winter Park, Florida 32789**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of August, 2014.


Alice McLaughlin

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, hereby accepts the appointment as Registered Agent of **ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.** which is contained in the foregoing Articles of Incorporation.



**RICHARD A. LEIGH
REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

RESOLUTION

The following resolution was adopted by written action of the Board of Directors of Alice McLaughlin Foundation For the Arts, Inc. on August 19, 2014.

RESOLVED that the Articles of Incorporation be Amended to comply with the requirements of the Internal Revenue Service and filed with the Secretary of State of Florida, Division of Corporations. A copy of the Amended Articles as approved are attached to this Resolution.

DATED: August 19, 2014


ALICE McLAUGHLIN, DIRECTOR


PABLO MUNOZ, DIRECTOR


RICHARD A. LEIGH, DIRECTOR

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TALLAHASSEE, FLORIDA

**SWANN HADLEY STUMP
DIETRICH & SPEARS**
PROFESSIONAL ASSOCIATION

Pervie P. Swann (1895-1984)

Sharon B. Abner
Karen M. Brown
Stuart P. Buchanan
D. Paul Dietrich II
Kristyn D. Elliott
Ralph V. Hadley III
Jeremy Holt
Benjamin C. Iseman

Attorneys and Counselors at Law
Since 1924
www.swannhadley.com

August 29, 2014

Eric B. Jontz
Jeffrey R. Jontz
Richard A. Leigh
Douglas C. Spears
John R. Stump
Richard R. Swann
Leigh A. Williams

Donald P. Dietrich
Of Counsel

VIA FEDERAL EXPRESS
(850) 245-6050

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

Re: Alice McLaughlin Foundation for the Arts, Inc.
Document Number: N12000010482

Gentlemen:

Enclosed please find Amended Articles of Incorporation for the above-referenced corporation, together with our firm check in the amount of \$52.50 for the filing fee of \$35.00, \$8.75 for a certified copy and \$8.75 for a certificate of status.

I am enclosing a return prepaid Federal Express envelope and request that you please expedite the filing of the Articles and furnishing the copies requested.

Very truly yours,


Richard A. Leigh

RAL/gm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 10, 2014

RICHARD A. LEIGH
SWANN HADLEY STUMP DIETRICH & SPEAR
1031 W. MORSE BLVD., STE 350
WINTER PARK, FL 32789

SUBJECT: ALICE MCLAUGHLIN FOUNDATION FOR THE ARTS, INC.
Ref. Number: N12000010482

We have received your document for ALICE MCLAUGHLIN FOUNDATION FOR THE ARTS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 514A00019341

**SWANN HADLEY STUMP
DIETRICH & SPEARS**
PROFESSIONAL ASSOCIATION

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September 16, 2014

Eric B. Jontz
Jeffrey R. Jontz
Richard A. Leigh
Douglas C. Spears
John R. Stump
Richard R. Swann
Leigh A. Williams

Donald P. Dietrich
Of Counsel

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ATTN: Cheryl R. McNair, Regulatory Specialist II

Re: Alice McLaughlin Foundation for the Arts, Inc.
Document Number: N12000010482

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14 SEP 18 PM 2:04
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Ms. McNair:

In response to your letter of September 10, 2014, I am returning the Amended Articles of Incorporation of Alice McLaughlin Foundation for the Arts, Inc. Article VI, Members, specifically states that the Board of Directors are the Members of the corporation and I am also enclosing a Resolution that was adopted on August 19, 2014, authorizing the amendment of the Articles of Incorporation, which was inadvertently omitted in the initial correspondence.

Hopefully this will sufficient to allow the Division to file the Amended Articles of Incorporation.

Very truly yours,


Richard A. Leigh

RAL/gm
Enclosures

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