

N12000010482

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200263683632

09/02/14--01048--007 \*\*52.50

FILED  
14 SEP 18 PM 2:12  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ARM  
9/23/14 CM  
9/10/14

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

**FILED**  
14 SEP 18 PM 2:12  
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.

FILED  
14 SEP 18 PM 2:12  
SECRETARY OF STATE  
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:

**NAME**

**ADDRESS**

**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

14 SEP 18 11 21 AM  
FILED  
SECRETARY OF STATE  
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.

FILED  
14 SEP 18 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### 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:

##### NAME

##### ADDRESS

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:

##### President:

Alice McLaughlin

1920 Via Contessa

FILED  
14 SEP 18 PM 2:12  
SECRETARY OF STATE  
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.

FILED  
14 SEP 18 PM 2:13  
SECRETARY OF STATE  
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**

**FILED**  
14 SEP 18 PM 2:13  
SECRETARY OF STATE  
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

FILED  
14 SEP 18 PM 2:13  
SECRETARY OF STATE  
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



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

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

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

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

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

FILED  
14 SEP 18 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA