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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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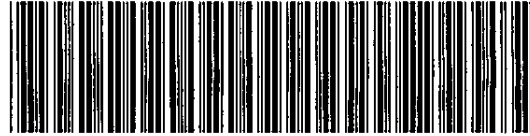
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DIVISION OF CORPORATION  
13 OCT 15 AM 10:45

OCT 23 2013  
T. LEMMON  
*[Signature]*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Emerald Coast BMX Association, Inc.

DOCUMENT NUMBER: N13000009182

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

Please return all correspondence concerning this matter to the following:

Gregory T. Herr

\_\_\_\_\_  
(Name of Contact Person)

Emerald Coast BMX Association, Inc.

\_\_\_\_\_  
(Firm/ Company)

1057 Napa Way

\_\_\_\_\_  
(Address)

Niceville, FL 32578

\_\_\_\_\_  
(City/ State and Zip Code)

greg@emeraldcoastbmx.org

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

For further information concerning this matter, please call:

Gregory T. Herr

850

897-3090

at (\_\_\_\_\_) \_\_\_\_\_

(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Emerald Coast BMX Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)  
n13000009182

(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:

\_\_\_\_\_, 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

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DIVISION OF CORPORATIONS  
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**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 type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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			_____

**Ammended Articles Document Included**

Page 3 of 4

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

10/09/13

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.

10/09/13

Dated

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)

Gregory T. Herr

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

**(STATE OF FLORIDA)**

**(OKALOOSA COUNTY)**

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF**

***EMERALD COAST BMX ASSOCIATION, INC.***

The undersigned, all being citizens of the United States, desiring to form a not for profit corporation under the Florida Non-Profit Corporation Act, do hereby certify:

**ARTICLE I**

The name of the corporation shall be **EMERALD COAST BMX ASSOCIATION (a/k/a, EMERALD COAST BMX)**.

**ARTICLE II**

The place and mailing address in this state where the principal office of the Corporation is located is 1057 Napa Way, City of Niceville, Okaloosa County 32578.

**ARTICLE III**

(A) The corporation is organized exclusively for providing administrative and supervisory services for the events pertaining to national amateur sports competition for BMX bicycle racing within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, primarily in and for the benefit of the county of Okaloosa, Florida, including adjoining communities, and the vicinity thereof, and such surrounding areas as the Board of Directors may from time to time determine, including for such purposes:

- (1) The organized management and maintenance of EMERALD COAST BMX ASSOCIATION, INC.; and
- (2) The administration of property donated to the corporation, whether in cash or in kind, for such purposes.

(B) The corporation shall be empowered to do and perform such acts as may be necessary or appropriate in time required to carry out the foregoing purposes of the corporation and in connection there to exercise any of the powers granted to not for profit corporations by Title XXXVI, Chapter 617, of the Florida Statutes ("**CORPORATIONS NOT FOR PROFIT**") consistent with the corporation's status as an organization (I) exempt from Federal income tax under Section 501(a) and (c)(3) of the United States Internal Revenue Code of 1986, as amended.

(C) The Board of Directors of the corporation shall administer and distribute the property held by the corporation in the manner that best serves the purposes for which it is formed. The Board of Directors of the corporation shall have the authority and power, in addition to all other powers possessed by it:

- (1) To modify any restriction relating to the administration of donated funds, if in their sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effective, unnecessary, incapable of fulfillment, obsolete, inappropriate, impracticable, or inconsistent with the needs of the community;
- (2) To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida; and
- (3) To replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this corporation's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).
- (4) To contract with such municipal organization and/or private property owners as to use of real property and or such other property as, in the best judgment of the Board of Directors, may be necessary or profitable to so contract.

#### **ARTICLE IV**

- a) **Initial Board.** Each person named in the Articles of Incorporation as a member of the Board of Directors will hold office for an initial 3 year term and until the annual meeting of the Board of Directors after the initial term and until such person's successor is elected and qualified or until such person's earlier resignation, removal from office, or death.
- b) **Annual Election of Board.** Any director position that has served a full term shall be elected or reelected at the annual meeting. Each director shall serve a term of 2 year(s), or until a successor has been elected and qualified or until such person's earlier resignation, removal from office, or death.

#### **ARTICLE V**

The number of directors constituting the initial Board of Directors is (3). The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Gregory T. Herr	1057 Napa Way Niceville, Florida 32578
Stacey L. Herr	1057 Napa Way Niceville, Florida 32578
William B. Madden	145 Jet Drive



Fort Walton Beach, Florida 32548

The Emerald Coast BMX Association, Inc. bylaws will govern amendments to the above initial Board of Directors.

## **ARTICLE VI**

The location and mailing address of the initial registered office of the corporation is 1057 Napa Way, Niceville, Florida 32578 and the name of its initial registered agent at such address is Gregory T. Herr.

## **ARTICLE VII**

A director may be removed from office pursuant to the applicable procedures and conditions stated in the bylaws, as the same may be amended from time to time.

## **ARTICLE VIII**

(A) 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 purposed set forth in Article III 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 distributing of statements) any political campaign on behalf of any candidate for public office.

(B) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or
- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the said Internal Revenue Code.

(C) This corporation is intended to be an organization which is described in Section 501(c)(3) of the said Internal Revenue Code and which is exempt from Federal income tax under Section 501(a) of the said Internal Revenue Code. All terms and provisions of these Articles and all operations of the corporation shall be construed, applied and carried out in accordance with such intent. For purposes of these Articles:

- (1) "qualified organization" means an organization which is organized for charitable, religious, literary, educational, or scientific purposes and qualified as exempt from Federal income tax under Section 501(a) and (c)(3) of the said Internal Revenue Code; and

- (2) "qualified purposes" means those purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which are permitted of the corporation as a qualified organization which is a private foundation under the said Internal Revenue Code.
- (3) reference to any section of the United States Internal Revenue Code of 1986, as amended, includes the corresponding provision or provisions then in effect of any subsequent Federal tax laws.

#### **ARTICLE IV**

Upon the dissolution of the corporation (whether by the transfer of substantially all of the assets or funds of the corporation or otherwise) 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. Subject to the foregoing sentence, in the event of a dissolution of the corporation for any reason, the property then held shall (after payment or provision for payment of all liabilities) be disposed of exclusively for qualified purposes, or to such qualified organization or organizations as (1) the Board of Directors shall select, and (2) with respect to any property not so disposed of, as the court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, shall select.

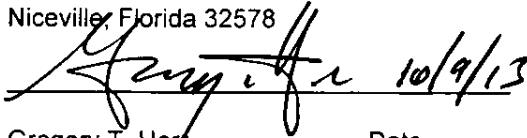
#### **ARTICLE X**

The name and address of the incorporator is as follows:

Gregory T. Herr

1057 Napa Way

Niceville, Florida 32578

 10/9/13

Gregory T. Herr

Date