

N14000004641

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Amend

08/31/15--01022--014 **43.75



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01789, 00531, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ST. GEORGES FAIR INC.

DOCUMENT NUMBER: N14000004641

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

Please return all correspondence concerning this matter to the following:

DONALD B RHODES
(Name of Contact Person)

ST. GEORGES FAIR INC.
(Firm/ Company)

810 HIBISCUS ST
(Address)

ATLANTIC BEACH, FL 32233
(City/ State and Zip Code)

THEGNSEBASTIAN@GMAIL.COM
E-mail address: (to be used for future annual report notification)
THEGNSEBASTIAN

For further information concerning this matter, please call:

MA at 904-866-1615
(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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" 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

FILED

ST. GEORGES FARM INC.

2015 AUG 31 PM 4:02

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

14000004641

(Document Number of Corporation (if known))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(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

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input checked="" type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input checked="" type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input checked="" type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input checked="" type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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

SEE ATTACHED PURPOSE

The date of each amendment(s) adoption: 1 APRIL, 2019, if other than the date this document was signed.

Effective date if applicable: 1 APRIL, 2019
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 24, AUGUST 2018

Signature Donald B. Rhodes

(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)

DONALD B RHODES
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

I. NAME, PURPOSE

- A. The name of the organization shall be Saint Georges Faire Inc.
- B. The purpose of the St. George's Faire, Inc. Is to support and enrich the resources, materials and equipment necessary in staging the annual Crested Helm and on-foot Joust Lists at the Saint George's Faire event around April 23rd.
- C. To solicit financial support and encourage donations, and conduct fund raising activities to ensure the perpetuation of the St. George's Faire Event and sufficient materials, equipment, and accoutrements to do so. And to encourage research into the Medieval Tournament and its many allied activities.

II. MEMBERSHIP

- A. Membership shall consist only of the members of the board of directors.
- B. All members of the Board of Directors shall be of legal age in the State of Florida.

III. MEETINGS

- A. Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- B. Special Meetings. Special meetings may be called by the Chair or the Executive Committee.
- C. Notice. Notice of each meeting shall be given to each voting member, not less than thirty days before the meeting and shall be published by U.S. Mail or electronic mail, which shall be the standard delivery forms for all TLC notices and correspondence in such a way that those interested have the opportunity to attend to do so.

IV. BOARD OF DIRECTORS

- A. Board Role, Size, Compensation.
 - i. The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Executive Manager and committees.
 - ii. The Board shall have up to eleven (11) and not fewer than seven (5) members.
 - iii. The board receives no compensation other than reasonable expenses, approved in advance by the Financial Committee.
- B. Meetings. In addition to the annual meeting, the Board shall meet at least quarterly, at an agreed upon time and place.
 - i. These meetings shall generally be held at Saint Georges Faire, but may be held electronically.
 - ii. The Board shall determine the date and location of the next meeting as the last item of business prior to adjournment of the current meeting.
- C. Board Elections.
 - i. Election of new Directors and Officers shall occur as vacancies arise.

ii. The Board shall consist of eleven (11) and Directors will be elected by a Majority vote of the current directors.

D. Terms. All Board members shall serve for two (2) years but with no limit to the number of terms (years) that may be served. All board members may resign at any time.

E. Quorum. A quorum shall be fifty per cent (50%) of the current Board members.

F. Notice and Agenda. An official Board meeting requires that each Board member have written notice two weeks in advance. Such notice will include the proposed agenda.

G. Officers and Duties. There shall be five officers of the Board consisting of a President, Vice-President, Secretary, Treasurer and Executive Manager. Their duties are as follows:

i. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

ii. The Vice-President will chair committees on special subjects as designated by the board.

iii. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained as well as all electronic activities of the corporation to include such duties as webminister, setting up and moderating online meetings, etc.

iv. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

v. The Executive Manager shall be responsible for the daily operation of the Corporation and year-end reporting to the State of Florida and the IRS, and all other corporate records. S/he may disburse funds to the limit of two-hundred dollars (\$200.00) without prior Board approval but shall report to the Board monthly on disbursements. S/he is also responsible for oversight of the Office of Treasurer.

vi. Officers of the Board shall be elected annually, by a simple majority, from the elected members of the Board, and may serve a maximum of two years as the officer.

H. Vacancies.

i. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting.

ii. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

I. Resignation, Termination and Absences.

- i. Resignation from the Board must be in writing and received by the Secretary.
- ii. A Board member may be terminated automatically for excess absences from the Board if s/he has three absences from Board meetings in a year. Unless excessive absences have been approved in advance by the Board of Directors.
- iii. A Board member may be removed for other reasons by three-fourths Vote of the remaining directors.

J. Special Meetings.

- i. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board.
- ii. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

V. COMMITTEES

- A. The Board may create committees as needed, such as fundraising, housing, etc. The Board President appoints all committee chairs. Chairs shall be a director, all other members need not be.
- B. Finance Committee.
 - i. The Finance Committee shall consist of the five (3) Officers and be chaired by the Treasurer.
 - ii. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members.
 - iii. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board.
 - iv. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending Income.

VI. AMENDMENTS

- A. These Bylaws and Articles of Incorporation may be amended when necessary by a vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

VII. Conflict of Interest

- A. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

VIII. Dissolution

- A. Upon the dissolution of the organization, 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of 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.

5.

Dale B. Hill
1 April, 2015