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TALLAHASSEE, FLORIDA

JUL 24 2014

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KREWE of BLUES INC.

DOCUMENT NUMBER: N140000004682

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

Please return all correspondence concerning this matter to the following:

BONNIE STAPLES
(Name of Contact Person)

KREWE of BLUES INC.
(Firm/ Company)

6398 MERS LANE
(Address)

PENSACOLA, FL 32526
(City/ State and Zip Code)

krewedblues.koh@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BONNIE STAPLES at 850-512-0977
(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 & 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

2015 JUL 23 PM 1:22

KREWE OF BLUES INC.

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

N14000004682

(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:

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 | <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> |

| Type of Action (Check One) | Title | Name | Address |
|--|------------|-----------------------|--|
| 1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>VPI</u> | <u>BONNIE STAPLES</u> | <u>6398 MERS LANE</u> <u>PENSACOLA</u> <u>FL 32506</u> |
| 2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>P</u> | <u>MARK HOFT</u> | <u>222 WEIS LANE</u> <u>PENSACOLA</u> <u>FL 32507</u> |
| 3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>VP2</u> | <u>JAN HRUSKA</u> | <u>1063 SANIBEL LN</u> <u>GULF BREEZE</u> <u>FL 32502</u> |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove | <u>VP2</u> | <u>SUSAN TOOMRO</u> | <u>4400 BAYOU BLVD #18</u> <u>PENSACOLA</u> <u>FL 32503</u> |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove | <u>C</u> | <u>LARRY POROTO</u> | <u>1140 FT PICKENS RD</u> <u>PENSACOLA BEACH</u> <u>FL 32561</u> |
| 6) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>S</u> | <u>DONNA EVANS</u> | <u>2012 E. AVERY</u> <u>PENSACOLA</u> <u>FL 32503</u> |

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.

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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> |

Type of Action
(Check One)

Title

Name

Address

- | | | | |
|--|------------|---------------------|---|
| 1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove | <u>VP3</u> | <u>WILLIE SMALL</u> | <u>3190 BELLE CHRISTIANE</u> <u>DRIVE PENSACOLA</u> <u>FL 32503</u> |
| 2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove | <u>C</u> | <u>JOHN CARRUTH</u> | <u>1727 FULLER DR</u> <u>GULF BREEZE</u> <u>FL 32563</u> |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 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 | _____ | _____ | _____ |

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). . (Be specific)

SEE ATTACHED ARTICLE of INCORPORATION
AMENDED JULY 1 2015

The date of each amendment(s) adoption: July 1, 2015, if other than the date this document was signed.

Effective date if applicable: July 1, 2015
(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 July 14, 2015

Signature Mark A. Heft
(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)

MARK A. HEFT
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Krewe of Blues Inc.
Amended Articles of Incorporation

TABLES OF CONTENTS

CONSTITUTION

| | | |
|-------------|----------------|-------------------------------------|
| ARTICLE I | SECTION I..... | NAME & THEME |
| ARTICLE II | SECTION I..... | PURPOSE |
| ARTICLE III | SECTION I..... | MEMBERSHIP |
| ARTICLE IV | SECTION I..... | BOARD OF DIRECTORS /OFFICERS |
| ARTICLE V | SECTION I..... | BOARD OF TRUSTEES |

KREWE OF BLUES INC.

AMENDED ARTICLES OF INCORPORATION

ARTICLE I, SECTION I – NAME & THEME

- A. The Name of the Organization is Krewe of Blues Inc. The Street Address and Mailing Address of the initial principal office of the corporation are 6398 Mers Lane Pensacola FL 32526
- B. The ‘Theme’ of the Krewe shall be the ‘Blues Brothers’ as depicted in the 1980 movie of the same name. The costume shall be the ‘Blues Brothers’ black fedora (no Indiana Jones style), black sunglasses, black pants, black suit coat (no tails & no sequins), white shirt with black tie, white socks, and black shoes. See exhibit in By-Laws as example.
- C. Exceptions will be made for displaying pins & decorations (aka “bling”). Black shorts, with or without black tights, will be permitted in place of pants; skirts are not permitted under any circumstances. Other exceptions may be granted as deemed appropriate by the Board of Directors and the Krewe Membership for extenuating circumstances like weather etc.
- D. The official Logo of the Krewe shall be the Hat and Sunglasses. See exhibit in By-Laws as example.

ARTICLE II, SECTION I – PURPOSE

- A. The Krewe of Blues Inc. is organized exclusively for Social and Recreation Clubs status through the IRS 501(c)(7) designation.
- B. This corporation shall, among other things, raise money through any means lawful to provide donations to charitable causes as determined each year by the Board of Directors and approved by the members at a regular meeting. This Organization shall have the authority to acquire real and personal property by lease, purchase, or gift and make and adopt by-laws for the regulation of the Organization
- C. This corporation is also authorized to pursue social events that promote camaraderie among members; honor and promote the history of Pensacola; and, assist in raising funds for the purpose for which it is organized; provided however, such activities

must be consistent with the provisions of these articles and the bylaws of the corporation.

- A. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for office. If the dissolution of the Krewe occurs all assets will be donated to a Charity as outlined in the Purpose Section on the Bylaws.

ARTICLE III, SECTION I - MEMBERSHIP

- A. The Membership of the Organization shall be comprised of Members in Good Standing. (See Definition of Member in Good Standing in Membership Section of the By-Laws)
- B. Persons over the age of twenty-one (21) are eligible to become members of this organization upon being sponsored by 3 current members in good standing
- C. The "Membership Year" for Renewing Members is from June 1st through May 30th. All members in good standing are eligible to renew their membership at the end of the membership year.
- D. Membership Renewal applications must be submitted and reviewed during the Renewal Period, from May 1st through May 30th with documented payment for full amount of renewing membership costs for the upcoming year.
 - a. Members who do not renew their membership and pay the renewing member costs by the May 30th Deadline shall lose all Krewe rights and privileges, shall not vote at Krewe meetings, and shall not vote for the incoming Board of Directors.
 - b. Members who did not renew during the immediate prior Renewal Period (1st -30th May) can be reinstated with their seniority intact up to September 30th of the Krewe Membership year but shall pay both the renewing membership costs and the late-renewal fee. The late renewal fee will be set forth in the By-Laws.

- E. New Member applications must be submitted from March 1st through April 30th along with 3 sponsor endorsement and documented payment for the full amount of new membership costs that is set forth in the Bylaws.
 - 1. All New Member applications shall be reviewed, and voted on by the Board. Nominations must be accepted by two-thirds of all Board Members, at a special meeting of the Board of Directors in first week of May with results available to the Krewe No later than May 15th.
 - 2. The Membership Date (for seniority purposes) for new members accepted by the Board of Directors will be retroactive to the date of the submitted application to be verified by the Krewe Secretary and Treasurer.
- F. Each member in good standing shall be entitled to exercise full membership rights including to vote in person at every meeting of the membership.
- G. Any active member desiring to resign from this Organization during the membership year must present his/her resignation in writing to a member of the Board of Directors. Failure to renew membership shall be considered a resignation. Any resignation will result in the loss of seniority and previous membership privileges.

ARTICLE IV, SECTION I - BOARD OF DIRECTORS/OFFICERS

- A. There shall be a Board of Directors composed of seven officers. In general consensus is the goal for all Board decisions. All decisions of the Board of Directors and their individual votes shall be documented in minutes of the Board Meetings and published to the general membership of the Krewe, to include decisions made at those meetings held in executive session.
- B. The officers are the Board of Directors of the Krewe of Blues Inc. which shall consist of a President, Vice President One, Vice President Two, Vice President Three, Secretary, Treasurer, and Board Member-at-Large
- C. The members of the Krewe Blues Inc. in good standing shall be the ultimate authority of the Organization. Any Board decision can be subjected to review and be overturned by the membership if so requested at a general business meeting.
- D. The affairs of the Organization shall be managed by the Board of Directors. No individual officer of the Board of Directors shall have the authority to act on behalf of the Organization except as directed Board of Directors.

- E. The Board of Directors shall approve and publish by September 1st a recommended budget for the next fiscal year. The Board shall approve that budget, and publish it to the Krewe, and have the approved budget presented at Krewe regular membership meeting before expending any Krewe funds in that next fiscal year
- F. Officer terms shall commence July 1st, and Officers shall be elected during the month of June as described below.
1. The (officers) Board of Directors of the Organization shall be nominated and elected annually by the vote of the membership in good standing through secret ballot.
 2. Nominees for all positions shall be submitted to the Nominations & Election (N&E) KOB Mission by any and all Krewe members in good standing.
 3. Nominees may accept a nomination for only one Board position.
 4. Nomination for Office of President requires the Nominee to have served on the Board of Directors for a minimum of one Membership Year.
 5. The nominees receiving a majority of the votes cast shall be elected for the ensuing term. A majority is one vote more than half the total votes cast. In the event no candidate for the office receives a majority, runoff elections that eliminate the lowest vote-getting candidate(s) shall be conducted in accordance with the by-laws.
 6. To conduct elections the Board shall have the option of conducting a special meeting and/or voting via electronic means (i.e. EMAIL, web-based applications, 'Survey Monkey' or other acceptable methods).
 7. All Elections will be supervised by the Nominations & Elections KOB Mission.
- G. The Krewe of Blues Inc. cannot have Spouses or the functional equivalent thereof filling 2 positions on the Board at the same time.
- H. Members of the Board of Directors shall serve while in good standing and shall not be eligible to vote when a disciplinary action has placed them not in good standing. When a board member is not in good standing the board shall determine the level of participation (other than not voting) of that member in board proceedings.
1. Except for the President, removal from office shall be by a two-thirds vote by the general membership consisting of a quorum at a regularly scheduled meeting.
 2. Removal of the President shall require a two-thirds vote by the general membership consisting of a quorum at a regularly scheduled meeting and

majority vote of the Board of Directors.

3. Vacant Board Member seats shall be filled by a special election. Nominations will be taken from any member in good standing and announced at the next regular meeting after a vacancy has occurred. The special election shall be held after the regular meeting where nominations have been announced.
4. Any Board Member shall have the right to call a meeting of the Board to conduct necessary Krewe business. Proper notice shall be provided to all Board members prior to all meetings. At the first meeting of the newly elected board the Board shall define for itself what constitutes proper notice and publish it in writing in the Board meeting minutes. If such meetings are determined by the majority of the Board to have been called for frivolous reasons then the Board member responsible may be subject to disciplinary action.

ARTICLE IV, SECTION II – FINANCES

- A. Krewe Fiscal Year runs from October 1st to September 30th and will follow the guidelines set forth in the Articles of Incorporation Article IV Section II (B) and Bylaws
- B. All KOB Mission budgets shall be detailed in the overall Krewe budget for all planned expenditures. ALL expenditures outside the approved budget MUST be reviewed and accepted by the Board Directors, No Monies will be allocated without Board Approval. ALL expenditures above an amount to be set in the By-Laws that are outside the approved budget must be approved by the general membership. The Board shall monitor KOB Mission expenditures regularly to ensure compliance with the budget. Budget modifications shall be approved by the Board and the membership.

ARTICLE V, SECTION I – BOARD OF TRUSTEES

- A. As written in the Original Constitution “The Board of Trustees” shall be established on or after the fifth anniversary of the Krewe of Blues, which given that the first organizational meeting of the Krewe of Blues was January 18th 2010, shall be no sooner than January 18th, 2015.
- B. The initial “Board of Trustees” will consist of the three most senior Founding Members. The “Board of Trustees” purposes are to protect the reputation of the Krewe of Blues, to preserve valuable traditions, to ensure preservation of assets as necessary to ensure continued operations, provide historical and corporate knowledge of the Krewe’s prior decisions and results, and finally to support multi-year planning in support Krewe operations.

"The Board of Trustees" herein known as The Trustees and shall act as an advisory board to the Board of Directors of the Krewe of Blues Inc. with regard to matters that relate to the purpose of the Trustees as contained in Article V Section I of the Articles of Incorporation.

- C. Until such time as "The Board of Trustees" assume their positions, all responsibilities set forth in this document for "The Board of Trustees" shall be carried out by the Board of Directors in consultation with the senior most founding members in good standing.
- D. The replacement of a Trustee shall be selected first from the members of the Krewe who are willing to act as a Trustee and meet three criteria in that they (1) have served on the Board of Directors, and (2) have served as a KOB Mission Chair, and (3) have been members of the Krewe for five consecutive years or more. In the event that there are no willing members who meet all three criteria Trustees shall be selected from members who meet two of the criteria first and then from those who meet one of the criteria. Within those who meet the same number of criteria, selection will be based on Krewe seniority. If there is a tie for seniority within a criteria group selection will be made by random chance.
- E. Spouses or the effective equivalent thereof shall not be selected to serve as trustees at the same time.
- F. After the initial selection, the Trustees themselves shall use the same replacement selection criteria herein to choose any required successor. The Trustees shall plan to anticipate vacancies and have the selection for that vacancy filled immediately. If there is a situation where all the Trustee positions become vacant the Board shall select successor Trustees using the original selection criteria. Selection of initial and subsequent Trustees shall be published to the Krewe and announced at the next general membership meeting.
- G. Any decision or action taken by the Trustees shall be by majority vote. Decisions made by the Trustees shall be written, reported to the Krewe at the next regular meeting and made part of the Krewe's regular meeting minutes.
- H. In the spirit of maintaining the corporate knowledge for the Krewe Blues Inc. the Trustees shall be responsible for reviewing in a consultant role any request for changes to the By-Laws. By-Law changes shall be presented to the Trustees by the sitting By-Law KOB Mission. The Trustees shall document and publish their recommendations related to any By-Law change before the By-Law KOB Mission presents them to the Board of Directors for review and to the Krewe for voting and implementing. The Krewe shall have the Trustees' written opinion available before voting.

- I. Any Proposed changes to the Articles of Incorporation must be brought to the

Trustees by the sitting By-Laws KOB Mission. The Trustees must approve any change

to the Articles before they can be taken to the sitting Board of Directors for review and presented to the Krewe of Blues Inc. for voting and implementing. All denied changes must be explained in writing and the reason for denial must be related to the purpose of the Trustees defined above.

- J. Trustees will provide financial oversight and must approve any expenditure outside the approved budget and in excess of the lesser of 5% of cash reserves or 5% of the annual approved budget.
- K. The Trustees shall support the Board of Directors and the Disciplinary KOB Mission in matters related to discipline. At the request of the Board of Directors the Trustees shall be an arbiter of last resort for disciplinary action that may arise. The Board of Trustees may be requested to investigate the circumstances surrounding the complaint and make a recommendation on any disciplinary action to the Board of Directors.

ARTICLE VI, SECTION I – AMENDMENTS

- A. Proposed amendments to the Articles of Incorporation or by-laws shall be submitted to the Trustees in writing.
- B. Proposed amendments to the Articles of Incorporation reviewed and approved by the Trustees and accepted by the Board of Directors shall be submitted in writing to the active members not later than 15 days prior to any regularly-scheduled or special meeting of the Krewe where said proposed amendment may be addressed. Any Changes to the Articles of Incorporation must be accepted by Majority Vote of the Entire Krewe Membership (Not just a Quorum). This paragraph does not allow a suspension or exception to the Articles to be approved outside the mechanism defined herein.
- C. Amendments to the by-laws reviewed by the Trustees and approved by the Board of Directors shall be submitted in writing to the active members no later than 15 days prior to any regularly scheduled or special meeting of the Krewe where said proposed amendment may be addressed. A quorum of the Krewe membership attending is required at the meeting and changes to the By-Laws must be accepted by two-thirds of the members present and voting. Each proposed change must be limited to addressing one topic and will be voted on separately and individually.
- D. To decide upon changes to the Articles or the By-Laws the Board shall have the option of conducting a special meeting and voting via electronic means (i.e. EMAIL, web-based applications, 'Survey Monkey' or other acceptable methods). When using this method for the Articles a majority of the entire Krewe membership is still required. When using this for the By-Laws a quorum must respond and two-thirds

approval of those responding will be required. If using electronic voting proposed changes shall be submitted in writing to the members 15 days in advance of voting