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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ORANGE ISLAND ARTS FOUNDATION, INC.

DOCUMENT NUMBER: N14000007591

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

Please return all correspondence concerning this matter to the following:

DAVID H. SALMON ESQ.

(Name of Contact Person)

SALMON LEGAL GROUP, PL

(Firm/ Company)

1395 BRICKELL AVE., SUITE 800

(Address)

MIAMI, FL 33131

(City/ State and Zip Code)

Laura @ OrangeIslandArtsFoundation.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVID H. SALMON ESQ.

(Name of Contact Person)

at (786) 508-2020

(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 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

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SECTION OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

ORANGE ISLAND ARTS FOUNDATION, INC.

The undersigned hereby adopts the following ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION pursuant to section 617.1006, Florida Statutes, and does hereby certify as follows:

FIRST: That the Board of Directors of the corporation by unanimous written consent duly adopted resolutions on January 4, 2015, proposing and declaring advisable that the Articles of Incorporation of the Corporation be amended and restated in its entirety, as follows:

ARTICLE 1
Name

The name of the corporation is:

ORANGE ISLAND ARTS FOUNDATION, INC. ("Corporation")

ARTICLE 2
Principal Office

The Corporation has a principal office. The street address is:

5544 NW 55 Dr., Coconut Creek, FL 33703

ARTICLE 3
Purpose

The specific purposes for which the Corporation is formed are:

(a) exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(b) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

The Corporation does not contemplate pecuniary gain or profit to its trustees, officers or other participants in its affairs. Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code or law.

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ARTICLE 4
Members

The Corporation shall not have members.

ARTICLE 5
Board of Directors

(a) The affairs of this Corporation shall be managed by its Board of Directors. The directors of the corporation shall be elected or appointed at each annual meeting to hold office until the next annual meeting. Each director, including a director elected or appointed to fill a vacancy, shall hold office until her or his successor is elected or appointed or until her or his earlier resignation or removal.

(b) The names and addresses of the initial directors are:

Laura McDermott Matheric: <i>Executive Director</i>	5544 NW 55 Dr. Coconut Creek, FL 33073
Walter Matheric III: <i>Director</i>	5544 NW 55 Dr. Coconut Creek, FL 33073
Barbara McDermott: <i>Director</i>	804 SE 16 PL Deerfield Beach FL 33441

ARTICLE 6
Registered Agent

The name and street address of the initial registered agent is:

Laura McDermott Matheric:	5544 NE 55 Dr. Coconut Creek, FL 33701
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ARTICLE 7
Bylaws

The Bylaws of the Corporation shall be made, altered, or rescinded by a majority vote of the Board of Directors.

ARTICLE 8
Duration

The Corporation shall exist perpetually.

ARTICLE 9
Amendment

A majority vote of the Board of Directors can amend the Articles of Incorporation.

ARTICLE 10
Dissolution

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution in compliance with Section 617.1403, Florida Statutes, with the Florida Department of State.

Upon the dissolution and winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax code or law.

ARTICLE 11
Indemnification

The Corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 12
Prohibited Activities

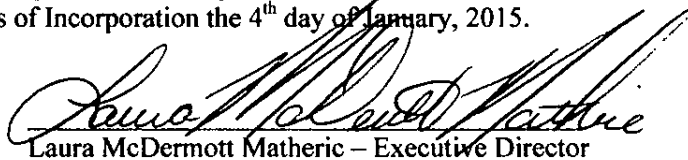
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 13
Incorporator

The name and address of the Incorporator is:

Laura McDermott Matheric: 5544 NE 55 Dr.
Coconut Creek, FL 33703

IN WITNESS WHEREOF, for the purposes of amending the original Articles of Incorporation filed for this Corporation on August 11, 2014 the undersigned constituting all members of the Board of Directors execute this Articles of Amendment to Articles of Incorporation the 4th day of January, 2015.


Laura McDermott Matheric – Executive Director


Walter Matheric III - Director


Barbara McDermott - Director