

NH 816

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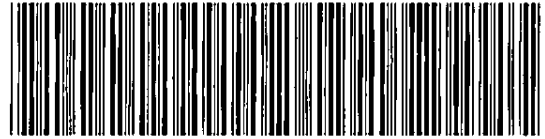
(Business Entity Name)

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TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hillsborough High School Alumni Association, Inc.

DOCUMENT NUMBER: N14816

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

Please return all correspondence concerning this matter to the following:

David M. Caldevilla, Esq.

(Name of Contact Person)

de la Parte, Gilbert, McNamara & Caldevilla, P.A.

(Firm/ Company)

101 E. Kennedy Blvd., Suite 3100

(Address)

Tampa, FL 33602

(City/ State and Zip Code)

dcaldevilla@dgfirm.com

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

For further information concerning this matter, please call:

David M. Caldevilla

813

229-2775

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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TALLAHASSEE, FL

Articles of Amendment
to
Articles of Incorporation
of

Hillsborough High School Alumni Association, Inc.

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

N14816

(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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(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: N/A

(Florida street address)

New Registered Office Address:

N/A

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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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 checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>David M. Caldevilla</u>	<u>P.O. Box 2350</u> <u>Tampa, FL 33601-2350</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>

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

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

Articles III, IV, VI, VII, VIII, and IX are hereby amended as indicated in the attached Resolution signed by the President of the Corporation.

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The date of each amendment(s) adoption: May 9, 2024, if other than the date this document was signed.

Effective date if applicable: _____
(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 May 15, 2024

Signature

Dalmeida

(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)

David M. Caldevilla

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

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TALLAHASSEE, FL

RESOLUTION

Be it resolved by the Board of Directors of the Hillsborough High School Alumni Association, Inc. (the "Association" or "corporation") that the Restated Articles of Incorporation of Hillsborough High School Alumni Association, Inc., dated August 20, 1987, are hereby amended as follows:

1. Article III of the Restated Articles of Incorporation is deleted and replaced with the following:

ARTICLE III

PURPOSE AND POWERS

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of the future United States Internal Revenue law.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any other 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 1954 or the corresponding provision of any future United States Internal Revenue law.

It is further provided that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

The primary purposes for the corporation are: (1) to furnish an organization within which persons who were students of Hillsborough High School in Tampa, Florida, may associate and communicate for their mutual enjoyment; (2) to perpetuate, renew and make acquaintanceships of persons with a common backgrounds and experiences; (3) to promote and engage in activities, fundraising, and projects for the benefit of Hillsborough High School, and/or its alumni, students, faculty, staff, property, and/or facilities; (4) to purchase, own, sell, or dispose of the same, mortgage and lease real estate and other property as may be necessary for the purpose of this corporation; (5) to receive donations; (6) to receive, manage, take, and hold real and personal property by gift, grant, devise, or bequest, and to sell or dispose of same; and (7) to do everything necessary, suitable or proper for the accomplishment of any purposes herein

enumerated, or which shall at any time appear conducive or expedient for the protection or benefit of this corporation.

2. Article IV of the Restated Articles of Incorporation, is deleted and replaced with the following:

ARTICLE IV

MEMBERSHIP

(a) Forms of membership. The corporation shall be composed of Regular Members, and other forms of membership as the Board of Directors may, in its discretion, authorize, create, amend, or extinguish, on such terms and conditions as the Board of Directors deems appropriate.

(b) Regular Members. A "Regular Member" is a natural person who was previously a student at Hillsborough High School, is initially accepted and approved by the Board of Directors, and current in the payment of any applicable membership dues. Only Regular Members shall have voting rights and the ability to serve on the Board of Directors.

3. Article VI of the Restated Articles of Incorporation is deleted and replaced with the following:

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The affairs, business, operations, and property of the corporation shall be managed and controlled by the Board of Directors, except when the Restated Articles of Incorporation or By-Laws require action by vote of the Regular Members.

(b) Number of the Directors. The Board of Directors shall consist of 15 Regular Members (the "Directors"), or such other number of Directors as set forth in the By-Laws, as they may be amended from time-to-time. In any event, the total number of Directors must be divisible by the number three.

(c) Election of Directors. All Directors shall be elected by the Board of Directors in the manner as set forth in the By-Laws.

(d) Directors and Officers. The Board of Directors shall include a President, a Vice President, a Secretary, and a Treasurer (collectively, the "Officers"), each of whom must also be one of the Directors.

(e) Voting. A majority vote of the Directors present at a Board of Directors meeting at which a quorum is present shall be required for action by the Board of Directors, unless a greater number is otherwise required by applicable law, the Articles of Incorporation, or the By-Laws.

(f) Appointment of Officers. Officers shall be appointed by the Board of Directors in the manner set forth in the By-Laws.

(g) Term of Office for Existing Directors. At the June 2024 Board of Directors' regular meeting, the President, in his or her sole discretion, shall divide the existing Board of Directors into the following three groups:

(1) The first group shall have a remaining term of office which will expire as of the date of the regular meeting of the Board of Directors following the 2025 annual meeting of the members.

(2) The second group shall have a remaining term of office which will expire as of the date of the regular meeting of the Board of Directors following the 2026 annual meeting of the members.

(3) The third group shall have a remaining term of office which will expire as of the date of the regular meeting of the Board of Directors following the 2027 annual meeting of the members.

(h) Term of Office for Successor Directors. After an existing Director's term of office expires, each successor Director elected to that position shall serve a three-year term, such that each year, one-third of the Director positions shall be open to being filled by an election of the at the next regular meeting of the Board of Directors.

(i) Term of Office for Officers. Each Officer shall serve a one-year term within his or her three-year term as a Director.

(j) Resignation. Any Director or Officer may resign from his or her position at any time by providing reasonable notice to the President or the Secretary.

(k) Removal. Any Director or Officer may be removed from his or her position by: (1) a majority vote of the Regular Members present at any annual meeting or special meeting of the members at which a quorum is present, or (2) a two-thirds vote of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present.

(l) Termination of Office and Replacement. Unless he or she dies, resigns, or is removed, each Director and Officer shall hold office until his or her successor is elected or appointed.

(m) Vacancies. Notwithstanding any contrary provision herein, any vacancy occurring on the Board of Directors for the office of any Officer or Director may be filled by: (1) the majority vote of the remaining Directors, even if the remaining Directors constitute less than a quorum, or (2) by the sole remaining Director or, (3) if the vacancy is not so filled or if no Director remains, by majority vote of the Regular Members present at any annual or special meeting, or (4) on the application of any person, by the circuit court of the county where the registered office of the corporation is located. Each newly appointed Officer or Director shall serve for the remainder of the term of office previously held by the Officer or Director who did not complete his or her term of office.

(n) Subsequent Terms of Office. Any Director may be re-elected and any Officer may be re-appointed for unlimited subsequent terms.

4. The second paragraph of Article VII of the Restated Articles of Incorporation (which states, "The number of Directors may be changed by a By-Law duly adopted or amended by the members, authority for which is hereby expressly conferred.") is hereby deleted.

5. Article VIII of the Restated Articles of Incorporation is deleted and replaced with the following:

ARTICLE VIII

AMENDMENT OF BY-LAWS

The By-Laws or any portion thereof may be amended or rescinded by: (a) a majority vote of the Regular Members present, in person, at any annual meeting after written notice of the proposed amendments has been provided to all Regular Members at least 20 days before said meeting; or (b) a two-thirds vote of the Board of Directors, at any regular or special meeting of the Board of Directors written notice of the proposed amendments has been provided to all Board Members at least 20 days before said meeting. Any approved amendments shall be published in the next issue of the Terrier Talk newsletter, and posted on the HHSAA's internet website and Facebook page.

6. Article XI of the Restated Articles of Incorporation is deleted and replaced with the following:

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation or any portion thereof may be amended or rescinded by: (a) a two-thirds vote of the Regular Members present, in person, at any annual meeting after written notice of the proposed amendments has been

provided to all Regular Members at least 20 days before said meeting; or (b) a unanimous vote of the Officers, plus a two-thirds vote of the remaining Directors, at any regular or special meeting of the Board of Directors after written notice of the proposed amendments has been provided to all Board Members at least 20 days before said meeting. Any approved amendments shall be published in the next Terrier Talk newsletter, and posted on the HHSAA's internet website and Facebook page.

7. All other provisions of the Restated Articles of Incorporation, which are not deleted or amended herein shall remain in full force and effect.

8. Pursuant to Section 617.1002(1)(a), Florida Statutes, the Board of Directors directed that the proposed amendments set forth in this Resolution be submitted to a vote of the members at the Annual Meeting conducted on May 9, 2024. That meeting was duly noticed in accordance with the requirements of the existing Article IX of the Restated Articles of Incorporation, dated August 20, 1987.

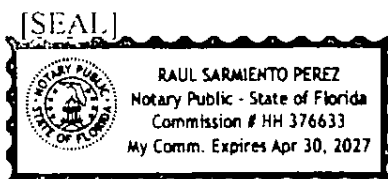
WITNESSETH that these Amendments to the Restated Articles of Incorporation were duly adopted at the Annual Meeting conducted on May 9, 2024, at which time the amendments set forth in this Resolution were adopted by at least a two-thirds majority vote of the members present.

Hillsborough High School Alumni Association,
Inc., a Florida corporation not for profit

By: Joseph Abene
Joseph Abene, President

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 13th day of May, 2024, by Joseph Abene, as President of the Hillsborough High School Alumni Association, Inc., a Florida non-for-profit corporation, by means of X physical presence or online notarization, who is personally known to me or has produced FLDL A150-480-49-460-0 as identification.



Raul Sarmiento Perez
Notary Public, State of Florida
My Commission Expires: 05/13/2027 PSD
04/30/2027