

n1500006956

(Requestor's Name)

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(Address)

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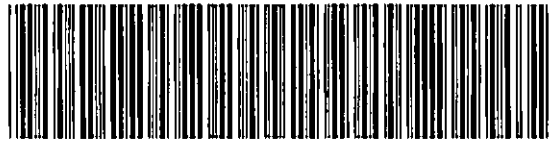
(Business Entity Name)

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JUN 13 2018  
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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** AIA Palm Beach Foundation for Architecture, Inc.

**DOCUMENT NUMBER:** N15000006956

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

Please return all correspondence concerning this matter to the following:

Becky Magdaleno

(Name of Contact Person)

AIA Palm Beach Foundation for Architecture

(Firm/ Company)

104 E Jefferson St

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

director@aiaipalmbeach.org

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

For further information concerning this matter, please call:

Becky Magdaleno

561

832-8223

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 18, 2018

BECKY MAGDALENO  
104 E JEFFERSON ST  
TALLAHASSEE, FL 32301

SUBJECT: AIA PALM BEACH FOUNDATION FOR ARCHITECTURE, INC.  
Ref. Number: N15000006956

We have received your document for AIA PALM BEACH FOUNDATION FOR ARCHITECTURE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please title your document Articles of Amendment or Restates and Amended it can not be both.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 818A00010453

RECEIVED  
18 JUN 13 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

AIA Palm Beach Foundation for Architecture, Inc.

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

N15000006956

(Document Number of Corporation (if known))

JUN 13 2 02

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:**

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:

(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>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> n/a 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			_____
<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			_____

Please see included articles.

Page 3 of 4

September 20, 2017

The date of each amendment(s) adoption: \_\_\_\_\_, 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 4-27-18 \_\_\_\_\_

Signature Becky Magdaleno  
(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)

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

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

## **EXHIBIT "A"**

### **ARTICLES of AMENDMENT of AIA Palm Beach Foundation for Architecture, Inc., a Florida not-for-profit corporation**

#### **ARTICLE I Name**

The name of the corporation shall be "AIA Palm Beach Foundation for Architecture, Inc.," a Florida not-for profit corporation ("Foundation").

#### **ARTICLE II Principal Office and Mailing Address**

The principal office street address and mailing address of the Foundation is:

Principal Office / Mailing Address  
104 East Jefferson Street  
Tallahassee, Florida 32301

#### **ARTICLE III Purpose and Limitations**

The purpose for which the Foundation is organized is to promote the value of architecture through programs, scholarships, sponsorships and other activities as allowed by law. In furtherance of this purpose, the Foundation may exercise all powers and transact all business authorized by law.

No part of the net earnings or raised funds of the Foundation shall inure to the benefit of any Trustee, Officer or Member of the Foundation. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation ("Amended and Restated Articles"), the Foundation is organized exclusively for charitable, educational or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No substantial part of the activities of the Foundation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Foundation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and notwithstanding any other provision of these Amended and Restated Articles.



**ARTICLE X**  
**Dissolution and Distribution of Assets**

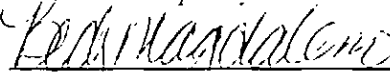
Upon the time of dissolution of the Foundation, assets shall be distributed by the Board of Trustees, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Foundation, for one or more exempt purposes within the meaning of the section 501(C)3 of the Internal Revenue Code, or the 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. The Board of Trustees should first distribute the remaining assets and property of the corporation to The Florida Foundation For Architecture, or its successor organization, provided that such organization qualifies under the Internal Revenue Code and this Section. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

**ARTICLE XI**  
**Bylaws**

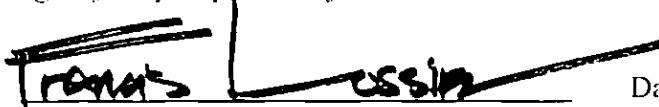
Bylaws of the Foundation may be adopted by the Board of Trustees at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Amended and Restated Articles. The authority to make, alter, amend or repeal Bylaws is vested in the Board of Trustees and may be exercised at any regular or special meeting of the Board of Trustees.

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION**

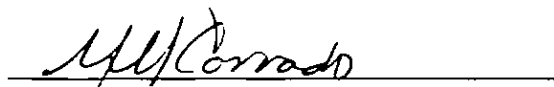
*Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Becky Magdaleño

*We submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.*

  
Travis Lussier  
President

Date: 2/7/18

  
Secretary

Date: 1/31/18

**RESOLUTION OF THE MEMBERS OF  
AIA PALM BEACH FOUNDATION FOR ARCHITECTURE, INC.**

The Members of the AIA PALM BEACH FOUNDATION FOR ARCHITECTURE, INC., a Florida corporation (the "Corporation"), held a meeting on the 20 day of September, 2017, at which the Members of the Corporation were provided sufficient notice and were present, and such Members present at the meeting constituted a quorum. The meeting was held to approve the Restated and Amended Bylaws of the Corporation. The following resolution was adopted at the meeting:

WHEREAS, the Members of the Corporation have considered and reviewed the Restated and Amended Bylaws, substantially in the form attached hereto as Exhibit A, and believe it is in the best interests of the Corporation to adopt the Restated and Amended Bylaws; now, therefore, be it

RESOLVED, the Members of Corporation hereby approve and adopt the Restated and Amended Bylaws, by an affirmative vote of more than two-thirds of the Members, effective September 20. As of the effective date, the Restated and Amended Bylaws will replace the Bylaws amended and dated December 1, 2013. The Secretary the Corporation is instructed to place a copy of the Restated and Amended Bylaws in the Corporation's minutes book.

RESOLVED, that each officer of the Corporation be, and the same hereby is, authorized, empowered, and directed for, in the name of, and on behalf of the Corporation to execute the documents referred to in the above resolutions with such changes, modifications, or amendments thereto as the officer so acting deems necessary or advisable and in the best interests of the Corporation and to do all other acts, and take all actions, and prepare all papers, instruments, and documents, and do all other things in connection with the transactions contemplated by the above resolutions, which such officer in his/her sole discretion approves as being proper, appropriate, or necessary in connection therewith, with the signature of the officer so acting being deemed conclusive evidence of his/her approval.

IN WITNESS WHEREOF, the following resolution was duly adopted at a meeting of the Members of the Corporation held on the date first written above.

DATED effective as of September 20, 2017.

AIA PALM BEACH FOUNDATION FOR  
ARCHITECTURE, INC.

By: Francis Lussier  
FRANCIS LUSSIER, President

ATTEST:

By: Mindy Meyer Corrado  
MINDY MEYER CORRADO, Secretary

**RESOLUTION OF THE BOARD OF TRUSTEES OF  
AIA PALM BEACH FOUNDATION FOR ARCHITECTURE, INC.**

All of the members of the Board of Trustees of AIA PALM BEACH FOUNDATION FOR ARCHITECTURE, INC., a Florida corporation (the "Corporation"), held a meeting on the 20 day of September, 2017, at which all the members of the Board of Trustees were provided sufficient notice and were present, and such board members constituted a quorum. The meeting was held to approve the Restated and Amended Articles of Incorporation of the Corporation. The following resolution was adopted at the meeting:

WHEREAS, all of the members of the Board of Trustees of the Corporation have considered and reviewed the Restated and Amended Articles of Incorporation, substantially in the form attached hereto as Exhibit A (the "Restated and Amended Articles"), and believe it is in the best interests of the Corporation to adopt and file the Restated and Amended Articles with the Florida Department of State; now, therefore, be it

RESOLVED, that all of the members of the Board of Trustees of the Corporation hereby approve and adopt the Restated and Amended Articles effective September 20, 2017 and that the President of the Corporation is instructed to file the Restated and Amended Articles with the Florida Department of State and place in the Corporation minutes book a copy of such Restated and Amended Articles.

IN WITNESS WHEREOF, the following resolution was duly adopted at a meeting of the members of the Board of Trustees of the Corporation held on the date first written above.

DATED effective as of September 20, 2017.

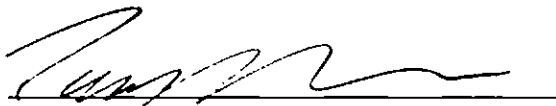
BOARD OF TRUSTEES

  
CYNTHIA SPRAY, Past President

  
FRANCIS LUSSIER, President

  
DENISE BAS-ARZUAGA, Vice President

  
MINDY MEYER CORRADO, Secretary

  
TERRY BOYKIN, Treasurer