

NI7000011512

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

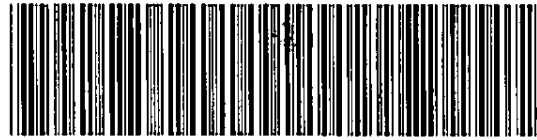
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100306694921

12/19/17--01020--014 **35.00

FILED

2017 DEC 19 PM 2:02

SECRETARY OF STATE
HALLMARK BUILDING
MONTGOMERY, AL 36103

Amend

DEC 20 2017

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VERO BEACH WINE AND FILM FESTIVAL INC.

DOCUMENT NUMBER: N17000011512

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

Please return all correspondence concerning this matter to the following:

Deek William Cinc Dreyer
(Name of Contact Person)

DREYER LAW FIRM, P.L.
(Firm/ Company)

416 SE Cortez Ave.
(Address)

Stuart, FL 34994
(City/ State and Zip Code)

CRAIG @ DREYER LAW.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Deek William Cinc Dreyer at (772) 678-3443
(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 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

VERO BEACH WINE AND FILM FESTIVAL INC.

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

N17000011512

(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:

N/A

(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

FILED
2017 DEC 19 PM 2:02
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

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 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			_____

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

See attached Amended Articles of Incorporation.

**AMENDED ARTICLES OF INCORPORATION
OF
VERO BEACH WINE AND FILM FESTIVAL, INC.**

ARTICLE I

Name

The name of the corporation is VERO BEACH WINE AND FILM FESTIVAL, INC.

ARTICLE II

Address

The Principal place of business of the corporation shall be 1360 US Hwy 1, Suite 6, Vero Beach, FL 33960. The mailing address shall be 1360 US Hwy 1, Suite 6, Vero Beach, FL 33960.

ARTICLE III

Purpose

The purposes for which the corporation is organized are exclusively for charitable, scientific, literary and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision on any future United States Internal Revenue Law and Chapter 617 of the Florida Statutes. In particular, the Corporation is organized to enlighten, entertain, inspire, educate, and connect the community through the production of the Vero Beach Wine and Film Festival by introducing quality independent film programming to the Treasure Coast area, and, in general, to exercise any, all and every power which a non-profit corporation organized under the provisions of the Florida Statutes can be authorized to exercise for charitable, scientific, literary, education or other exempt purposes as defined in Section 501(c)(3) and 170(c)(2) of the Code, but not for any other purpose. The term of existence of the Corporation is perpetual.

The purposes for which the corporation is formed are:

1. To support the purposes set forth in the Articles of Incorporation and Bylaws of VERO BEACH WINE AND FILM FESTIVAL, INC., a Florida non-profit corporation.
2. To engage in any lawful purpose or purposes not for pecuniary profit.
3. To acquire property by grant, gift, purchase, dues devise or bequest and hold or dispose of such property by all means; borrow money; make loans; give grants for scholarships;

give evidence of indebtedness of all kinds; and generally do everything necessary, suitable and proper to carry out the object purposes of this corporation, with the right to exercise and enjoy all powers, privileges and rights incident to corporations not for profit organized under the laws of the State of Florida.

4. To make and perform contracts of every kind and for any lawful purpose, without limits as to amount, with any person, firm, association, corporation, municipality, state government, or municipal or political subdivision.

5. To have all the rights and powers conferred on corporations not for profit under Florida law, as such law is now in effect or may at any time hereafter be amended.

6. To do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

This instrument shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise powers that are not in furtherance of the primary purpose of this corporation, as set forth in Paragraph 1 of this Article III, and nothing contained in the foregoing statements or purposes shall be construed to authorize this corporation to carry on any activity for the profits of its Board of Directors as such.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undisturbed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its Board of Directors, officers, or other private persons, except that the organization 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 the purposes clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this documents.

the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes the corporation 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 Circuit Court 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 operating exclusively for such purpose.

Notwithstanding any other provisions of these Articles, this organization 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, or the corresponding provision of any further United States Internal Revenue Law.

ARTICLE IV

Board of Directors

There shall be four (4) initial members of the Initial Board of Directors of the corporation. Members of the Board of Directors shall be elected as provided in the Bylaws. The names and addresses of the person who are to serve as Directors until the first meeting of the Members to elect new Directors are as follows:

<u>Name</u>	<u>Address</u>
Susan K. Horn	1331 Indian Mound Trail Vero Beach, FL 32963
Anthony Aruffo	781 Marbrisa River LN Vero Beach, FL 32963
Jerusha Stewart	1590 S. 42 nd Circle #104 Vero Beach, FL 32967
Kelly P. Kite, Jr.	2055 U.S. Hwy 1 Vero Beach, FL 32960

The number of Directors and their terms shall be set forth in the Bylaws, but in no even shall there be less than three (3) Directors.

ARTICLE V

Officers

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, and/or a Treasurer and such other officers as may be provided in the Bylaws. These Officers shall be elected as provided in the Bylaws. The names of the persons who are to serve as Officers of the corporation until the first election thereof are as follows:

<u>Name</u>	<u>Office</u>
Jerusha Stewart	President
Susan K. Horn	Vice President/Secretary
Kelly P. Kite, Jr.	Treasurer

ARTICLE VI

Members

The Corporation shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

ARTICLE VII

By laws

The Bylaws of the corporation shall be made, altered or rescinded by the Board of Directors of the corporation in accordance with the provisions set forth in the Bylaws.

ARTICLE VIII

Amendment

Those Articles of Incorporation may be amended by the act of the Directors and Members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the corporation.

ARTICLE IX

Incorporators

The names and residence addresses of the Incorporators of these Articles of Incorporation are:

<u>Name</u>	<u>ADDRESS</u>
Derek William Craig Dreyer	416 SE Cortez Ave., Stuart, FL 34994

ARTICLE X

Annual Meeting

The annual meeting of the Members of this corporation shall be held on the date stated in the Bylaws. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members. The corporation may provide in its Bylaws for holding of additional regular meetings and any special meetings and shall provide the manner of giving notice of all such meetings.

ARTICLE XI

Indemnification

1. Indemnity. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated actions, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer, or agent of the corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such actions, suit or proceeding if he acted, even though negligently, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; and, with respect to any criminal action or

proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or malfeasance or malfeasance in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought, shall determine upon application, that despite the adjudication of liability, but in the view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation; and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

2. Expenses. To the extent that a Director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) reasonably incurred by him in connection therewith.

3. Approval. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members, or (c) upon the request of the proposed indemnitee, by a Court of competent jurisdiction.

4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaws, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such person.

6. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process of the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Derek William Craig Dreyer, Registered Agent

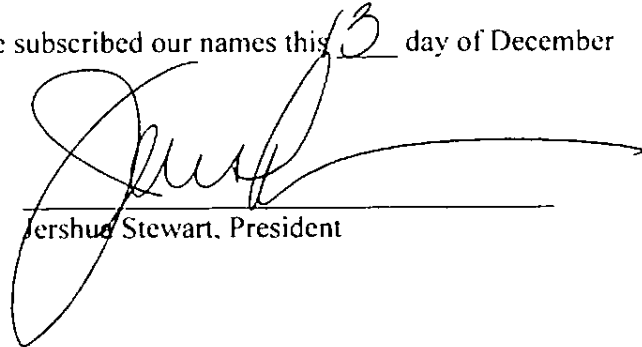
or agent of another corporation, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII

Registered Agent

The Registered Agent for service of process with the State shall be Derek William Craig Dreyer, whose principal address is 416 SE Cortez Ave., Stuart, FL 34994, and whose mailing address is 416 SE Cortez Ave., Stuart, FL 34994.

IN WITNESS WHEREOF, we have subscribed our names this 13 day of December 2017.

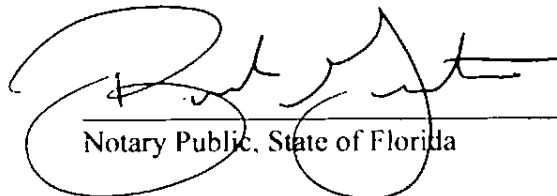


Jershua Stewart, President

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

On the 13th day of December, 2017, before me a Notary Public in the County and State aforesaid, appeared, JERSHUA STEWART, who is personally known to me, one of the persons whose names are subscribed in the foregoing instrument, and who acknowledged that he executed the same for the purposes therein expressed.



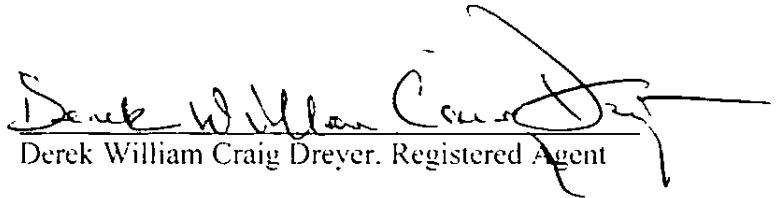
Notary Public, State of Florida



Brook Gentile
Commission # GG111212
Expires: June 4, 2021
Bonded thru Aaron Notary

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process of the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Derek William Craig Dreyer, Registered Agent

The date of each amendment(s) adoption: 12/13/2017, if other than the date this document was signed.

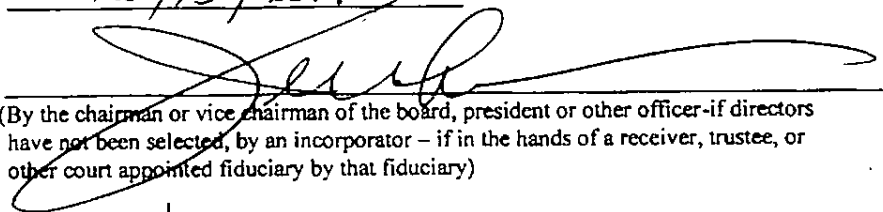
Effective date if applicable: 12/13/2017
(no more than 90 days after amendment file date)

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 12/13/2017

Signature 
(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)

JERUSHA STEWART
(Typed or printed name of person signing)

President
(Title of person signing)