

N160000299

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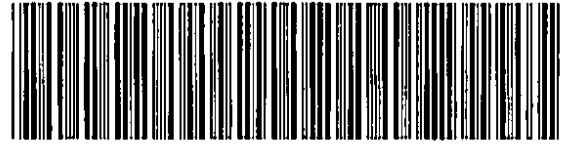
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gulf Breeze Area Chamber of Commerce Foundation, Inc.

DOCUMENT NUMBER: N18000000299

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

Please return all correspondence concerning this matter to the following:

Kristen Rhodes

(Name of Contact Person)

Gulf Breeze Area Chamber of Commerce Foundation, Inc.

(Firm/ Company)

409 Gulf Breeze Parkway

(Address)

Gulf Breeze, FL 32561

(City/ State and Zip Code)

ceo@gulfbreezechamber.com

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

For further information concerning this matter, please call:

Kristen Rhodes

850

932-7888

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 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 checked="" 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

Gulf Breeze Area Chamber of Commerce Foundation, Inc.

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

N18000000299

(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:

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)

C. Enter new mailing address, if applicable:

(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: Kristen Rhodes

409 Gulf Breeze Parkway

(Florida street address)

New Registered Office Address:

Gulf Breeze

(City)

Florida 32561

(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"/> Change	<u>PP</u>	<u>Bronwyn Naylor</u>	<u>409 Gulf Breeze Parkway</u>
<input type="checkbox"/> Add			<u>Gulf Breeze, FL 32561</u>
<input checked="" type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change	<u>CEO</u>	<u>Kristen Rhodes</u>	<u>409 Gulf Breeze Parkway</u>
<input type="checkbox"/> Add			<u>Gulf Breeze, FL 32561</u>
<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)

Article I, amended to include principal office and mailing address.

Article II, amended to remove principal office and mailing address and replace with Corporate Existence.

Article III, amended to add reference to Section 501(c)(3) of the Internal revenue Code of 1986.

Article IV, amended to remove manner in which directors are elected or appointed and replace with Corporate Powers.

Article V, amended to remove name and address of Registered Agent and replace with reference to no Capital Stock.

Article VI, amended to remove reference to name and address of incorporator and replace with reference to Members.

Article VII, amended to add additional language in reference to the Board of Directors.

Article VIII, amended to reference Amendments to the Articles of Incorporation.

Article IX, added for Dissolution.

Article X, added for reference to new Registered Agent.

Article XI, added for new reference to Incorporator.

The date of each amendment(s) adoption: 12-28-18, 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 12-28-18

Signature Karen M. Aloy
(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)

Karen Aloy

(Typed or printed name of person signing)

President

(Title of person signing)

AMENDED ARTICLES OF INCORPORATION
OF
GULF BREEZE AREA CHAMBER
OF COMMERCE FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be: **GULF BREEZE AREA CHAMBER OF COMMERCE FOUNDATION, INC.** The principal office and mailing address of the Corporation is 409 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

CORPORATE PURPOSES

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), more specifically:

- 1) Promote the development of the community and business community of the Gulf Breeze Area.
- 2) Provide non-profit services to the Gulf Breeze Area through charitable, educational or scientific activities.

The Corporation's purposes shall also include the acceptance from any party, from time to time, of contributions and the deriving of income to be used or applied exclusively for the purposes set forth above. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a); (2) not engage or be involved in any act or self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI

MEMBERS

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of

not fewer than three (3) members or more than twelve (12) members. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The initial Board of Directors of the Corporation shall consist of five (5) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
Karen Aloy	409 Gulf Breeze Parkway Gulf Breeze, Florida 32561
TJ Edwards	409 Gulf Breeze Parkway Gulf Breeze, Florida 32561
Leon Ledbetter	409 Gulf Breeze Parkway Gulf Breeze, Florida 32561
Jeremy Carver	409 Gulf Breeze Parkway Gulf Breeze, Florida 32561
Kristen Rhodes	409 Gulf Breeze Parkway Gulf Breeze, Florida 32561

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least a majority

of the members of the Board of Directors present at any, regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE IX

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is 409 Gulf Breeze Parkway, Gulf Breeze, Florida 32561 and the name of the Registered Agent at such address is Kristen Rhodes.

ARTICLE XI

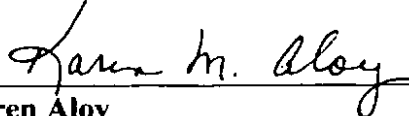
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Karen Aloy
409 Gulf Breeze Parkway
Gulf Breeze, Florida 32561

I 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 s.817.155, F.S.

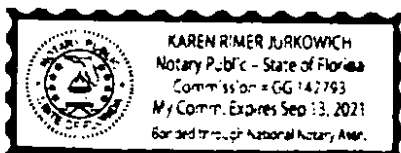
IN WITNESS WHEREOF, I have executed these Articles of Incorporation of **GULF BREEZE CHAMBER OF COMMERCE FOUNDATION, INC.**, on this 28th day of December, 2018.



Karen Aloy
Incorporator

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 28th day of December, 2018, by **KAREN ALOY**, as Incorporator of **GULF BREEZE AREA CHAMBER OF COMMERCE FOUNDATION, INC.**, a Florida corporation not-for-profit, who is personally known to me, or who has produced _____ as identification.

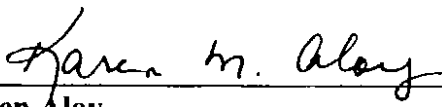




Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

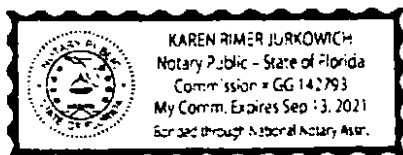
Pursuant to Sections 617.0501 and 48.091, Florida Statutes, **GULF BREEZE AREA CHAMBER OF COMMERCE FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, has designated Kristen Rhodes whose street address is 409 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, as its agent to accept service of process within the State of Florida.



Karen Aloy
Incorporator

Having been named by the above-referenced corporation as its registered agent to accept service of process at the location designated herein, **KRISTEN RHODES** hereby accepts to act in this capacity, is familiar with and accepts the obligations of Section 617.0501, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.


KRISTEN RHODES
as Registered Agent

Date: Dec. 28, 2018




28th December, 2018