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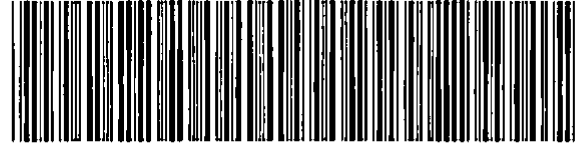
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S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Heartwood Foundation, Inc.

DOCUMENT NUMBER: N18000005857

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

Please return all correspondence concerning this matter to the following:

Bruce Brashear
(Name of Contact Person)

Brashear & Assoc., FL
(Firm/ Company)

925 NW 56th Ter, Suite C
(Address)

Gainesville, FL 32605
(City/ State and Zip Code)

bbrashear@nflalaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce Brashear at 352 336-0800
(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
HEARTWOOD FOUNDATION
A FLORIDA NONPROFIT CORPORATION

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the Amended Articles of Incorporation, attached hereto as Exhibit A.

The date of adoption of the amendment was: January 23, 2019.

The amendments were unanimously adopted by all of the members and by the Board of Directors and the number of votes cast for the amendment was sufficient for approval.

By: _____

Name: Bruce Brashear

Title: President

19 JAN 25 11 28 AM
CLERK OF COURT
CLERK

Amended
ARTICLES OF INCORPORATION
OF
HEARTWOOD FOUNDATION
A FLORIDA NONPROFIT CORPORATION

FILED
19 AUG -5 11:02 AM
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE ONE. NAME

The name of this corporation is Heartwood Foundation.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of music, music performance, and the staging and recording thereof and to provide and advance education related to music, music performance, and the staging and recording thereof, and for other charitable and educational purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. DIRECTORS AS MEMBERSHIP

a) **Directors as Membership.** The sole class of membership of this corporation shall be its Directors. The Directors may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Barbara Spiess
4642 NW12th PL
Gainesville, FL 32605-4579

Daniel Spiess
4642 NW12th PL
Gainesville, FL 32605-4579

Bruce Brashear
925 NW 56th Ter, Suite C
Gainesville, FL 32605-6402

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 925 NW 56th Ter, Suite C, Gainesville, FL 32605-6402. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Bruce Brashear 925 NW 56th Ter, Suite C, Gainesville, FL 32605-6402. The principal address is the same as the registered office.

ARTICLE EIGHT. BOARD OF DIRECTORS.

The number of Directors shall not be less than 3 nor more than 15. The first Directors of the Corporation are:

Barbara Spiess
Daniel Spiess
Bruce Brashear

The Directors named herein as the first board of Directors shall hold office until the first meeting of the board of Directors to be held on April 5, 2019 or at such other date and time as the board of Directors shall designate, at the offices of the Corporation at which time an election of Directors shall be held. Annual meetings of the board of Directors shall be held prior to April 5 of each year at the principal office of the corporation or at such other place or places as the board of Directors may designate from time to time.

The Directors shall serve until the annual election of Directors in 2019 and their successors are duly elected and seated.

Any action required or permitted to be taken by the board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

Corporate Officers. The board of Directors shall elect the following officers president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME	OFFICE
Bruce Brashear	President/ Secretary
Barbara Spiess	Vice-President
Daniel Spiess	Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or 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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

(a) **Distribution of Income.** The corporation shall 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 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self-Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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(d) **Investments Jeopardizing Charitable Purpose.** 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 1954, or corresponding provisions of any subsequent federal tax laws.

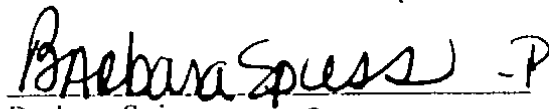
(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

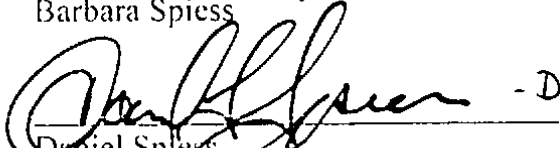
ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

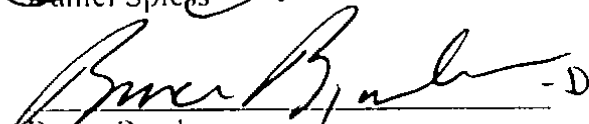
Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote.

Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and all of the members of the Board of Directors of this corporation, for the purpose of amending the Articles of Incorporation of nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on JAN 23, 2019.


Barbara Spiess -P


Daniel Spiess -D


Bruce Brashear -D