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**CHIUMENTO
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Reply to:
145 City Place, Suite 301
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By Appointment Only:
57 W. Granada Blvd.
Ormond Beach, FL 32174

Brittany DuPont
Legal Assistant
bdupont@legalteamforlife.com

December 5, 2019

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Palm Coast Music Festival, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment for the above, together with our firm's checks in the total amount of \$43.75 representing your filing fee and certificate of status. If all is in order, kindly file the Articles of Amendment and return a copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,


Brittany DuPont
Legal Assistant

Enclosures



RECEIVED

2020 FEB 13 AM 5:09

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 16, 2020

CHIUMENTO DWYER HERTEL GRANT, P.L.
145 CITY PLACE
SUITE 301
PALM COAST, FL 32164

SUBJECT: PALM COAST MUSIC FESTIVAL, INC.
Ref. Number: N19000005474

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 820A00001246

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM COAST MUSIC FESTIVAL, INC.
a Florida not-for-profit corporation**

2020 FEB 18 PM 12:01

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of this Corporation. There are no members entitled to vote on the restatement.

**ARTICLE I.
Name and Duration**

The name of this Corporation shall be: PALM COAST MUSIC FESTIVAL, INC.

The duration of this Corporation is perpetual.

**ARTICLE II.
Purpose**

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), and within these restrictions, to engage in activities including but not limited to the following:

(a) To receive contributions and use them for charitable or educational purposes including but not limited to organizing and conducting a singer/songwriter festival to promote the arts and culture and educate attendees about the art of songwriting. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation 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 provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(c) Upon the 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 of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IV.
Principal Office and Registered Agent

The street address of the principal office of the Corporation is 1 Florida Park Drive, Unit 103, Palm Coast, Florida 32137. The mailing address of the Corporation is P.O. Box 353850, Palm Coast, Florida 32135. The name and address of the registered agent of the Corporation is Michael D. Chiumento, 145 City Place, Suite 301, Palm Coast, Florida 32164.

ARTICLE V.
Membership

Membership in the Corporation shall be governed by the Corporation's by-laws.

ARTICLE VI.
Board of Directors

The number of Directors constituting the Board of Directors is four (4) and the name and address of each person who is to serve as a member thereof are as follows:

Garry Lubi (P)
P.O. Box 353850
Palm Coast, FL 32135

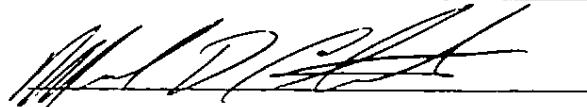
David Ayres (VP)
P.O. Box 353850
Palm Coast, FL 32135

John Walsh (S)
P.O. Box 353850
Palm Coast, FL 32135

Maureen Walsh (T)
P.O. Box 353850
Palm Coast, FL 32135

The number of Directors may be changed from time to time by the by-laws but shall never be less than three (3). Election or appointment of the Directors shall be as prescribed in the by-laws.

IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute and acknowledge these Amended and Restated Articles of Incorporation, this 4 day of December, 2019.



Michael D. Chiumento, Incorporator