

N20000009311

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GAINESVILLE ORCHID SOCIETY, INC.

DOCUMENT NUMBER: N20000009311

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

Please return all correspondence concerning this matter to the following:

GHISLAINE CARR

(Name of Contact Person)

(Firm/ Company)

7203 SW 37TH RD

(Address)

GAINESVILLE, FL 32608

(City/ State and Zip Code)

ghislainecarr@yahoo.com

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

For further information concerning this matter, please call:

GHISLAINE CARR

at 305 804-9495

(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 checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

GAINESVILLE ORCHID SOCIETY, INC.

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

N20000009311

(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

New Registered Office Address:

N/A

(Florida street 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.

N/A

Signature of New Registered Agent, if changing

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JACKSONVILLE, 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)

— DELETE Article III as written and REPLACE WITH the following:

ARTICLE III - PURPOSE

— The purpose for which this corporation is organized is:

- a. To provide information and support exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- b. To increase public interest in orchid growing in this area
- c. To help its members gain greater knowledge of orchid culture and its application
- d. To encourage activities of interest to orchid enthusiasts including the holding of and participation in shows, exchanges of plants and plant parts for propagation and experimentation, and communication of all relevant information.
- e. To support the efforts of the American Orchid Society which provides global leadership as one of its affiliated organization.

DELETE Article IV as written and **REPLACE WITH** the following:

ARTICLE IV – DIRECTORS

The business affairs of the corporation shall be managed by a Board of directors of no less than three (3) persons and no more than fifteen (15) persons. The number of directors and the term of office and manner of election will be as provided in the Bylaws.

ADD the following Article VIII:

ARTICLE VIII – SUPPLEMENTAL PROVISIONS

- a. The Corporation shall be operated solely and exclusively for scientific and/or educational purposes related to the study of ORCHIDS, their propagation, culture, care, conservation, and development.
- b. No part of the net income of the Corporation may under any circumstances inure to the benefit of any private individual.
- c. Not provide commercial-type insurance as a substantial part of your activities
- d. The Corporation shall not carry on any propaganda or otherwise attempt to influence legislation.
- e. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, or publish or distribute statements in connection with such political campaign.
- f. The Corporation shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee or contributor, other than the payment of reasonable compensation for personal services actually rendered to the Corporation.
- g. The Corporation shall at no time conduct or participate in any activity whatsoever which is not permitted to a not-for-profit organization under provision of Section 501(c)(3) of the Internal Revenue Code then in effect.
- h. Should the Corporation be dissolved at any time, its assets and all income accrued thereon, after payment of liabilities, shall be distributed to the American Orchid Society's Fund for Education and Research, Inc. or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes under the appropriate section of the then current Internal Revenue Code as the Board of Directors shall determine. Any such assets not so dispersed of shall be disposed of by the appropriate court 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.

The date of each amendment(s) adoption: August 21, 2020, if other than the date this document was signed.

Effective date if applicable: N/A
(no more than 90 days after amendment file date)

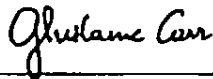
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 August 21, 2020

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)

Ghislaine Carr
(Typed or printed name of person signing)

President
(Title of person signing)