

NZ1874

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SECRETARY OF STATE
14 FEB 10 AM 10

Amend
10 2.12.14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **UU IN THE PINES, INC.**

DOCUMENT NUMBER: **N21874**

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

Please return all correspondence concerning this matter to the following:

Nicole C. Nate, Esq.

(Name of Contact Person)

Bryant Miller Olive, P.A.

(Firm/ Company)

One Tampa City Center, Suite 2700

(Address)

Tampa, FL 33602

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

NICOLE C. NATE

(Name of Contact Person)

at **813 273-6677**

(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

FILED
SECRETARY OF STATE
14 FEB 10 AM 10:10

UU IN THE PINES, INC.

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

N21874

(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:

NOT APPLICABLE

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)

NOT APPLICABLE

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NOT APPLICABLE

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:

NOT APPLICABLE

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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	_____	_____	_____
<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 DOCUMENTS

The date of each amendment(s) adoption: DECEMBER 10, 2013, if other than the date this document was signed.

Effective date if applicable: DECEMBER 10, 2013
(no more than 90 days after amendment file date)

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 _____

Signature SEE ATTACHED DOCUMENTS
(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)

(Typed or printed name of person signing)

(Title of person signing)

**ARTICLES OF SECOND AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
UU IN THE PINES, INC.**

UU IN THE PINES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 617, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation were filed by the Secretary of State of the State of Florida on August 4, 1987 and amended on October 28, 1992. The date of adoption for this amendment is December 11, 2013.

2. The Amendment to the existing Articles of Incorporation being effected hereby includes deleting the existing paragraph (e) of Article II of the Articles of Incorporation as of the date hereof, and substituting in its place the paragraph set forth below.

3. As amended below, paragraph (e) of Article II of the Articles of Incorporation has the sole effect of clarifying how the residual assets of the corporation will be handled in the event of a dissolution of the Corporation.

4. The members of the Corporation are not entitled to vote on the proposed amendment. This Amendment to the Articles of Incorporation have been approved by a vote of a majority of a quorum of the members of the Board of Trustees.

5. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all fees having been paid, at which time existing paragraph (e) of Article II of the Articles of Incorporation shall be deleted and the following shall be substituted therefor:

(e) In the event of dissolution, the residual assets of this corporation shall be distributed exclusively to the Unitarian Universalist Association of Churches and Fellowships, so long as The Unitarian Universalist Association of Churches and Fellowships is recognized as an exempt organization as described in Section 501(c)(3), 170(c)(2) or 170(c)(3) of the Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to an organization affiliated with the Unitarian Universalist Association of Churches and Fellowships, including, but not limited to, the Unitarian Universalist Service Committee, as long as such organization is recognized as an exempt organization, as described in Section 501(c)(3), 170(c) or 170(c)(3) of the Code of 1968, as amended, or corresponding sections, if any, of any prior or future Internal Revenue Code, or the Federal, State or local government for exclusive public purpose.

IN WITNESS WHEREOF, we have executed these Articles of Amendment of the Articles of Incorporation for the uses and purposes therein expressed this 10th day of December, 2013.

ATTEST:

UU IN THE PINES, INC.

Sandra D. Mauro Stearns
Secretary

Margaret Evans
Margaret Evans, President

Exhibit B

PLAN OF DISTRIBUTION OF ASSETS OF UU IN THE PINES, INC.

In connection with its dissolution, the assets of UU in the Pines, Inc. (the "Corporation") shall be distributed in the manner set forth below:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefore.
2. Any assets held by the Corporation upon condition of their transfer or return by reason of the dissolution of the Corporation shall be so transferred or returned in accordance with any applicable requirements.
3. Any remaining assets shall be transferred or distributed to the Unitarian Universalist Service Committee, which is a qualifying exempt organization that carries on activities consistent with those provided by the Corporation.
4. No assets of the Company shall inure to the benefit of or be distributed to any of its directors or otherwise for any private purpose.

CORPORATE RESOLUTION OF UU IN THE PINES, INC.

The undersigned, being all of the trustees/directors of UU In The Pines, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby take the following actions by unanimous written consent:

RESOLVED, that the following actions are approved and/or ratified:

1. That the Articles of Amendment of its Articles of Incorporation attached hereto as Exhibit "A" are hereby approved.
2. That Maurea Sleesman is appointed as Secretary to fill the unexpired term of Tom Foley, deceased.
3. That Margaret Evans as President and Bryant Miller Olive, P.A. are hereby authorized to file the Articles of Amendment (Exhibit "A") with the Department of State, Division of Corporations, the Internal Revenue Service and any other entity in order to effectuate the intent of the Articles of Amendment.
4. That in accordance with and in furtherance of the Articles of Amendment, the plan of distribution of assets attached hereto as Exhibit B is hereby approved.
5. That Margaret Evans as President and Bryant Miller Olive, P.A. are hereby authorized to file the Plan of Distribution of Assets (Exhibit "B") with the Department of State, Division of Corporations, and any other necessary entity.
6. That the matters contained in this Resolution shall be effective immediately upon execution, shall continue in full force and effect and may be relied upon by Bryant Miller Olive, P.A..

Dated the 10th day of December, 2013.



Margaret Evans, Trustee/Director



Maurea Sleesman, Trustee/Director

Robert Campbell, Trustee/Director

Rev. Mary Louise Dewolf, Trustee/Director

CORPORATE RESOLUTION OF UU IN THE PINES, INC.

The undersigned, being all of the trustees/directors of UU In The Pines, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby take the following actions by unanimous written consent:

RESOLVED, that the following actions are approved and/or ratified:

1. That the Articles of Amendment of its Articles of Incorporation attached hereto as Exhibit "A" are hereby approved.
2. That Maurea Sleesman is appointed as Secretary to fill the unexpired term of Tom Foley, deceased.
3. That Margaret Evans as President and Bryant Miller Olive, P.A. are hereby authorized to file the Articles of Amendment (Exhibit "A") with the Department of State, Division of Corporations, the Internal Revenue Service and any other entity in order to effectuate the intent of the Articles of Amendment.
4. That in accordance with and in furtherance of the Articles of Amendment, the plan of distribution of assets attached hereto as Exhibit B is hereby approved.
5. That Margaret Evans as President and Bryant Miller Olive, P.A. are hereby authorized to file the Plan of Distribution of Assets (Exhibit "B") with the Department of State, Division of Corporations, and any other necessary entity.
6. That the matters contained in this Resolution shall be effective immediately upon execution, shall continue in full force and effect and may be relied upon by Bryant Miller Olive, P.A..

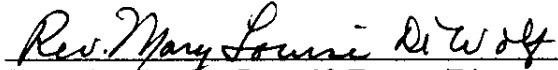
Dated the 10th day of December, 2013.

Margaret Evans, Trustee/Director

Maurea Sleesman, Trustee/Director



Robert Campbell, Trustee/Director



Rev. Mary Louise Dewolf, Trustee/Director