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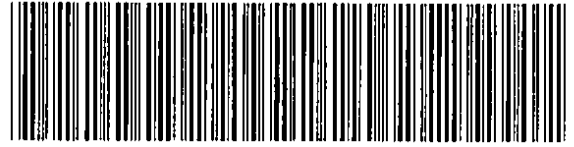
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Palm Beach Posse Inc

DOCUMENT NUMBER: N22000013772

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

Please return all correspondence concerning this matter to the following:

Chaim Russ

Name of Contact Person

Firm/ Company

17024 81 Lane N

Address

Loxahatchee FL 33470

City/ State and Zip Code

chaseruss@comcast.net

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

For further information concerning this matter, please call:

Chaim Russ

Name of Contact Person

at (305) 785-5207

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

PALM BEACH POSSE INC

A Florida Non-profit Corporation

AMENDED ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Palm Beach Posse Inc. The business of the corporation may be conducted as Palm Beach Posse Inc or PBP.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

Palm Beach Posse Inc is a non-profit corporation and shall operate exclusively for educational, charitable, scientific, fostering national amateur sports competition and preventing cruelty to animals including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future Federal tax code. In connection herewith, the Corporation shall have the following purposes:

- a. To educate the public in general horsemanship and matters related to the welfare of horses by any means conducive to that end;
- b. To educate and train individuals in the art of horsemanship;
- c. To educate and train individuals and the public in the history of the sport and equestrian activities;
- d. To encourage and promote horse shows and stimulate awareness of the general public in horse shows;

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- e. To encourage, promote, and advance participation in equestrian activities through education;
- f. To undertake educational programs in equestrian activities;
- g. To promote the development and improvement of equines and equestrians;
- h. To foster national and international amateur equestrian sports competition;
- i. To prevent cruelty to equines;
- j. To assist Florida equestrian facilities with providing quality equestrian activities and equestrian education.

3.02 Non-Profit

Palm Beach Posse Inc is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

Palm Beach Posse Inc is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Palm Beach Posse Inc shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Palm Beach Posse Inc is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Palm Beach Posse Inc of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Palm Beach Posse Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Palm Beach Posse Inc hereunder shall be selected by the discretion of a majority of the managing body of the Palm Beach Posse Inc and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Palm Beach Posse Inc by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Palm Beach Posse Inc shall be governed by its board of directors.

5.02 Directors

The directors of the corporation shall be:

1. Sally Mitchell, President
2. Brianna Bennet, Vice President
3. Darcy Gordon, Treasurer

ARTICLE VI **MEMBERSHIP**

6.01 Membership

Palm Beach Posse Inc shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Palm Beach Posse Inc
1127 Royal Palm Beach
179,
Royal Palm Beach, Florida 33411

The mailing address of the corporation is:

Palm Beach Posse Inc
1127 Royal Palm Beach
179,
Royal Palm Beach, Florida 33411

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Sally Mitchell
1127 Royal Palm Beach
179,
Royal Palm Beach, Florida 33411

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Sally Mitchell
1127 Royal Palm Beach
179,
Royal Palm Beach, Florida 33411

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Amended Articles of Incorporation of Palm Beach Posse Inc were approved by the board of directors on XX, XX 20XX and constitute a complete copy of Amended Articles of Incorporation of the Palm Beach Posse Inc.

Sally Mitchell, President

Sally Mitchell

Brianna Bennet, Vice President

Brianna Bennet

Darcy Gordon, Treasurer

Darcy Gordon

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Sally Mitchell, agree to be the registered agent for Palm Beach Posse Inc as appointed herein.

Sally Mitchell
Sally Mitchell, Registered Agent

Date: 01/10/2023