

N24559

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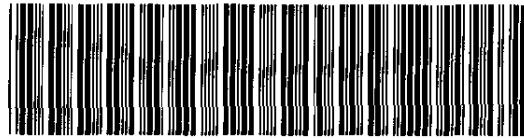
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend
Teev's
10-24-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Braille Club of Palm Beach County, Inc.

DOCUMENT NUMBER: N24559

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

Please return all correspondence concerning this matter to the following:

LARRY MCDOWELL

(Name of Contact Person)

(Firm/ Company)

4801 SOUTH DIXIE HIGHWAY

(Address)

WEST PALM BEACH, FLORIDA 33405

(City/ State and Zip Code)

BRAILLECLUBPBC@YAHOO.COM

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

For further information concerning this matter, please call:

LARRY MCDOWELL

(Name of Contact Person)

at (561) 585-2301

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

BRILLE CLUB OF PALM BEACH COUNTY, INC.

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

N24559

(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:

NA

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)

NA

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

NA

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:

NA

New Registered Office Address:

(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.

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
NA			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<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)

PLEASE AMEND ARTICLE III TO READ AS FOLLOWS:

Section 1: This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 to aid individuals in achieving a better quality of life.

Section 2: To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to: Increasing public understanding of the social economic gains to individuals and to society through providing opportunities for all persons who are blind and visually impaired to become self-sufficient, self-supporting, and contributing member to the society. Initiating and cooperating with other groups in the development of programs and services that will benefit the blind and visually impaired community.

Please Add Articles IX-XXIV Sec Attachment A

Article IX **MEETINGS**

Section 1 – Meetings will be held at intervals necessary to conduct the business of the organization.

Section 2 – Notice of any regular or special meeting shall be provided to any person entitled to vote at least 7 days prior to such meeting. Unless such notice is waived by the person entitled thereto.

Article X **DUTIES OF DIRECTORS**

Section 1 – The Executive Director shall oversee and maintain the primary business of the organization and shall:

- a. With the Secretary, sign and deliver transactions pertaining to the business of the organization.
- b. Assist in directing the communications and marketing of the Braille Club of Palm Beach County, Inc. and any programs as approved by the Board of Directors.
- c. The Executive Director is an ex-officio member of the Board of Directors.

Section 2 – The Chairman shall preside at all meetings of the Board of Directors.

Section 3 – The Co-Chairman preside at the meetings of the Board of Directors in the absence of the Chairman.

Section 4 – The Secretary or his or her designated agent shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Executive Director sign and deliver any transactions pertaining to the business of the organization.

Section 5 – The Treasurer or his or her designated agent shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit Braille Club of Palm Beach County, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition Braille Club of Palm Beach County, Inc.
- e. Oversee the work of the Budget as set forth by the Board of Directors.

Attachment "A" Braille Club of Palm Beach County, Inc. N24559

Section 6 – All Board of Directors shall complete a standard application for the organization primary management file.

Article XI **DURATION**

The duration of the corporation shall be perpetual.

Article XII **TERRITORY**

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory. , certificate of shares of stock in the corporation shall not be issued.

Article XIII **LIMITATIONS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or 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.

Article XIV **REIMBURSEMENT OF EXPENSES**

By resolution of the organization, the Directors and the Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

Article XV **ROBERT RULES OF ORDER**

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised.

Section 1 – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence

Attachment "A" Braille Club of Palm Beach County, Inc. N24559

- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

Article XVI SALARIES

Section 1 – The Board of Directors shall serve without compensation.

Section 2 – The Board of Directors shall hire and develop the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article XVII COMMITTEES

Section 1 – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

Article XVIII VOTING

Section 1 – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

Article XIX STAFF

Section 1 – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Executive Director for the cause of conducting pertinent business.

Article XX FINANCES

Section 1 – The funding for this organization shall be established by the Board of Directors and the Executive Director.

Section 2 – The fiscal year for accounting purposes will be from January 1 through December 31.

Section 3 – Financial Statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

Article XXI

LIABILITY

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Article XXII

CONFLICT OF INTEREST

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violations of Conflict of Interest Policy- If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest; it shall inform the member of the basis for such belief and allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XXIII **DISTRIBUTION OF FUNDS UPON DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

Article XXIV **AMENDMENTS**

Section 1 – Any Amendments of the constitution or bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.

The date of each amendment(s) adoption: 10/05/2011
(date of adoption is required)

Effective date if applicable: _____
(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 10/17/2011

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)

Larry McDowell
(Typed or printed name of person signing)

President
(Title of person signing)