

n33294

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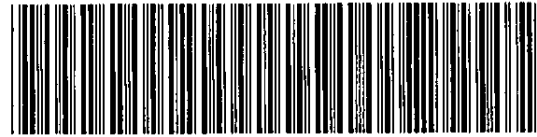
(Business Entity Name)

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2013 MAR -1 PM 1:00
T. LEMIEUX
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Wharton School Club of South Florida, Inc.

DOCUMENT NUMBER: N33294

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

Please return all correspondence concerning this matter to the following:

Michael Karsch, Esq.

(Name of Contact Person)

Belson Karsch, LLC

(Firm/ Company)

2000 Glades Road, Suite 300

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Michael Karsch

(Name of Contact Person)

at (**561**) **338-7090**

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 5, 2013

MICHAEL KARSCH, ESQ
2000 GLADES RD STE 300
BOCA RATON, FL 33431

SUBJECT: THE WHARTON SCHOOL CLUB OF CENTRAL FLORIDA, INC.
Ref. Number: N02000000318

We have received your document for THE WHARTON SCHOOL CLUB OF CENTRAL FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The total amount due to reinstate the corporation is \$848.75. The amount due includes the \$61.25 annual filing fee(s) due this office through December 31, , in addition to the \$175 reinstatement fee. (Please refer to the back of the form for further information.)

Please include an additional \$8.75 for each certificate of status requested.

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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 313A00005207

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE WHARTON SCHOOL CLUB OF SOUTH FLORIDA, INC.

FILED
2013 MAR -1 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Corporation hereby adopts the following amendments to its Articles of Incorporation:

1. ARTICLE II is deleted in its entirety and replaced with the following:

ARTICLE II
PURPOSES

The Corporation is organized exclusively for charitable and educational purposes, including the making of distributions 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.

The purposes for which the Corporation intends to engage are:

- (i) To provide better communication among the alumni of The Wharton School of the University of Pennsylvania in South Florida by developing educational programs;
- (ii) To provide a means for communication between The Wharton School and its alumni/alumnae and among alumni/alumnae living in the South Florida area;
- (iii) To stimulate interest in furthering the development, advancement and prestige of The Wharton School of the University of Pennsylvania;
- (iv) To encourage financial support of The Wharton School of the University of Pennsylvania;
- (v) To provide a medium for and to foster continuing education of its members in the public and private sectors of the community; and
- (vi) To promote the interests, charitable and educational activities of The Wharton School of the University of Pennsylvania.

In furtherance of the foregoing, the Corporation shall be allowed:

- (a) To receive assistance (financial or otherwise), cash, real or personal property in the form of contribution, gift, bequest from any person, firm or corporation, to be utilized in the furtherance of the objectives and purposes of this Corporation.
- (b) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes in furthering the interests and charitable and educational activities of The Wharton School of the University of Pennsylvania.

Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(c) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

(d) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(e) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(f) The activities of the Corporation shall be consistent with Section 501(c)(3).

2. ARTICLE VIII is deleted in its entirety and replaced with the following:

ARTICLE VIII
NONPROPRIETARY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, Directors, or Officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

Notwithstanding any other provision of these Articles of Incorporation, the Hon shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

3. ARTICLE IX is deleted in its entirety and replaced with the following:

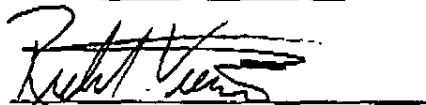
ARTICLE IX
DISPOSITION OF ASSETS

In the event of a dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation by transferring such assets to the to one or more exempt purposes within the meaning of Section 501(c)(3). Priority of where such assets shall be distributed shall be given to The Wharton School of the University of Pennsylvania, provide that such school is then exempt under Section 501(c)(3). Any such assets not so disposed of shall be disposed of by

the Circuit 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, which are organized and operated exclusively for such purposes.

4. This amendment was adopted on February 26, 2013. There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

Dated: 26 Feb, 2013

A handwritten signature in black ink, appearing to read "Richard Viens", is written over a horizontal line.

Richard Viens, President