

N38390

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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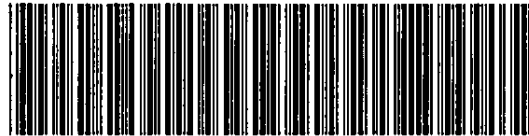
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -7 PM 1:36

Amend
@ 12/7/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Broward Navy Days, Inc.

DOCUMENT NUMBER: N 38390

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

Please return all correspondence concerning this matter to the following:

Christopher Ryan

(Name of Contact Person)

Ryan & Ryan, LLC

(Firm/ Company)

700 East Dania Beach Boulevard - Third Floor

(Address)

Dania Beach, FL 33004

(City/ State and Zip Code)

maryanne@browardnavydaysinc.org

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

For further information concerning this matter, please call:

Christopher Ryan

(Name of Contact Person)

at (954) 920-2921

(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
DIVISION OF CORPORATIONS
12 DEC -7 PM 1:36

Broward Navy Days, Inc.

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

N 38390

(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)

5300 North Federal Highway

Fort Lauderdale, FL 33308

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

5300 North Federal Highway

Fort Lauderdale, FL 33308

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:

(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)

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	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	<u>Not Applicable</u>	_____
<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)

Purpose

The corporation is a not for profit organization formed and operated exclusively as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code. The object and purpose for which this corporation is organized is to promote public awareness of and support of the United States Navy, the United States Marine Corp. the United States Coast Guard, and the United States Merchant Marine, and engage in any activity or business permitted under the provisions of Chapter 617, Florida Statutes; and to do any and all things in a corporate capacity not inconsistent with the laws of the State of Florida and the United States of America regulating not for profit corporations.

Members

The corporation may or may not have a membership distinct from the Board of Directors. In the event the corporation has members, the authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments, shall be as regulated in the By-Laws of the corporation.

Officers

The officers of this corporation shall consist of a Chair, Vice Chair, Secretary and Treasurer who shall be elected by a majority vote of the Board of Directors at a meeting of the Board of Directors called for that purpose during the first month of the fiscal year of the corporation.

Directors

The powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Directors, the number of which shall be not less than three (3) or more than fifteen (15) and whose term of office shall be for a period of two (2) years. The manner and method of election of the Board of Directors shall be stated in the By-Laws of the corporation.

By Laws

The Directors of this corporation shall have the right to make and adopt such By-Laws as they shall deem properly advisable and such By-Laws shall be made, amended or rescinded upon a 2/3 vote of the Directors present and voting at any regular or special meeting called for that purpose.

Amendments

Amendments to the Articles of Incorporation may be made by a 2/3 vote of the Directors of this corporation present and voting at any regular or special meeting called for that purpose. Any amendments thus adopted shall be forwarded to the Secretary of State of Florida and filed as required by law.

Dissolution

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Amendment
to
ARTICLES OF INCORPORATION

OF

BROWARD NAVY DAYS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a not for profit corporation under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation is BROWARD NAVY DAYS, INC. The principal office of the corporation is located at 5300 North Federal Highway, Fort Lauderdale, Florida and the mailing address is 5300 North Federal Highway, Fort Lauderdale, Florida 33008.

ARTICLE II

The corporation is a not for profit organization formed and operated exclusively as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code. The object and purpose for which this corporation is organized is to promote public awareness of and support of the United States Navy, the United States Marine Corp. the United States Coast Guard, and the United States Merchant Marine, and engage in any activity or business permitted under the provisions of Chapter 617, Florida Statutes; and to do any and all things in a corporate capacity not inconsistent with the laws of the State of Florida and the United States of America regulating not for profit corporations.

ARTICLE III

The corporation may or may not have a membership distinct from the Board of Directors. In the event the corporation has members, the authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership,

if any, the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments, shall be as regulated in the By-Laws of the corporation.

ARTICLE IV

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The name and address of the Registered Agent and the registered address of this corporation is: MARY ANNE GRAY, 5300 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE VI

The name and address of the Subscriber and Incorporator to these Articles of Incorporation is Jean Fitzgerald, 6300 N. E. First Avenue, Fort Lauderdale, Florida 33334

ARTICLE VII

The officers of this corporation shall consist of a Chair, Vice Chair, Secretary and Treasurer who shall be elected by a majority vote of the Board of Directors at a meeting of the Board of Directors called for that purpose during the first month of the fiscal year of the corporation.

ARTICLE VIII

The powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Directors, the number of which shall be not less than three (3) or more than fifteen (15) and whose term of office shall be for a period of two (2) years. The manner and method of election of the Board of Directors shall be stated in the By-Laws of the corporation.

ARTICLE IX

The Directors of this corporation shall have the right to make and adopt such By-Laws as they shall deem properly advisable and such By-Laws shall be made, amended or rescinded upon a 2/3 vote of the Directors present and voting at any regular or special meeting called for that purpose.

ARTICLE X

Amendments to the Articles of Incorporation may be made by a 2/3 vote of the Directors of this corporation present and voting at any regular or special meeting called for that purpose. Any amendments thus adopted shall be forwarded to the Secretary of State of Florida and filed as required by law.

ARTICLE XI

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The date of each amendment(s) adoption: November 6, 2012

Effective date if applicable: November 6, 2012
(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

November 28, 2011

Signature

Mary Anne Gray

(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)

Mary Anne Gray

(Typed or printed name of person signing)

Chair, Board of Directors

(Title of person signing)