

N4180

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amcl

OCT 11 2017

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Peace River Quilters' Guild, Inc.

DOCUMENT NUMBER: N41180

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

Please return all correspondence concerning this matter to the following:

Nancy Reester

Nancy Reester  
(Name of Contact Person)

(Firm/ Company)

3271 Osprey Ln

(Address)

Pt Charlotte, FL 33953

(City/ State and Zip Code)

nreester@aol.com

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

For further information concerning this matter, please call:

Nancy Reester

941

743-3504

at

(Name of Contact Person)

(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 &  
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☐ \$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

17 OCT 10 PM 1:15

Peace River Quilters' Guild, Inc.

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N41180

(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:

\_\_\_\_\_ 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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

PO Box 512265

Punta Gorda, FL 33951

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:

(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

## **Peace River Quilters' Guild 2017**

### **List of Board Members**

Name	Address	Compensation
Judy Whittaker, P	2372 Argula Drive, North Port, Florida 237289	\$0
Judy Machado, 1st VP	4105 Flamingo Boulevard, Port Charlotte, FI 33948	\$0
Wendy Young, 2nd VP	P.O. Box 512707, Punta Gorda, Florida 33951	\$0
Rebecca MarstelJar, 3rd VP	1332 Old Burnt Store RD., Cape Coral, Florida 33993	\$0
Andi Schmith, S	281 Ginger Street, Port Charlotte, Florida 33954	\$0
Mary Beth Szatori, T	380 Orlando Blvd., Port Charlotte, Florida 33954	\$0
Kay Hamlin, Assistant. T	2627 Lakeshore Cir., Port Charlotte, Florida 33952	\$0
Audrey MacMilan, D	3306 Sandpiper Drive, Punta Gorda, Florida 33950	\$0
Karen Renninger, D	3836 Saint Giron Drive, Punta Gorda, Florida 33950	\$0
Nancy Reester, Past P	3271 Osprey Lane, Port Charlotte, Florida 33953	\$0

**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	<u>P</u>	<u>Judy Whittaker</u>	<u>2372 Argula Dr</u>
<input checked="" type="checkbox"/> Add			<u>North Port, FL 34286</u>
<input type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change	<u>Past Pres</u>	<u>Nancy Reester</u>	<u>3271 Osprey Lane</u>
<input type="checkbox"/> Add			<u>Pt Charlotte, FL 33953</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change		<u>Kay Hamlin</u>	<u>2627 Lakeshore Circle</u>
<input type="checkbox"/> Add			<u>Pt Charlotte, FL 33952</u>
<input checked="" type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>VP 2</u>	<u>Peggy Ensley</u>	<u>2725 St. Thomas Drive</u>
<input type="checkbox"/> Add			<u>Punta Gorda, FL 33950</u>
<input checked="" type="checkbox"/> Remove			
5) <input checked="" type="checkbox"/> Change	<u>T</u>	<u>MaryBeth Szatori</u>	<u>380 Orlando Blvd</u>
<input type="checkbox"/> Add			<u>Pt Charlotte, FL 33954</u>
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

**F. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

See attached sheets to replace all previous articles.

Oct 10, 2017

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

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 Oct 10, 2017 \_\_\_\_\_

Signature Nancy Reester  
(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)

Nancy Reester  
\_\_\_\_\_  
(Typed or printed name of person signing)

Past President  
\_\_\_\_\_  
(Title of person signing)

**Article I. Name**

The undersigned, acting as incorporators of the corporation pursuant to Chapter 617, Florida Statutes, adopt the following articles of Incorporation for such corporation:

**Article II**

The duration of this corporation is perpetual unless dissolved according to law. corporate existence shall commence on the date of these articles of incorporation are filed by the Florida Department of State.

**Article III****The Specific Purpose for which this corporation was organized:**

The purposes are to enhance skills in quilting, encourage and inspire others to further the craft of quilting by presenting related programs and events and perpetuating the art of quilting. The organization provides opportunities for an educational and charitable exchange of quilting ideas and projects for beginners and more accomplished quilters to work with and donate to a wide range of established not-for-profit organizations, schools and centers that may benefit from quilting education and quilt products provided by the members.

Moreover, we will establish and maintain charitable purposes as an institution providing services primarily for residents of Florida. This non-profit corporation will have all the powers as stated in Section 617.021, Florida Statutes 1991 and all acts amendatory thereof, including the Corporation's registration with the internal Revenue Service as a 501(c)(3) - 59-135-8912. To establish and maintain charitable purposes as an institution providing services primarily for residents of Florida. Said organization is organized exclusively for charitable, religious, educational, and scientific 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.

**Article IV****The manner in which the directors are elected and appointed:**

Elections will be held at the annual meeting in November. Nomination for all positions may be made from the floor, but only with express consent of the person or persons nominated. From a slate of nominees presented at the November meeting of the Corporation, the Board of Directors will elect from its membership the Executive Committee of the Board, comprised of the President, Vice President, Secretary, Treasurer and one (1) additional member at large. Each member of the Executive Committee will serve two consecutive two year terms and may be elected to successive terms without limit. Any vacancies occurring on this Committee may be filled by the Board of Directors.

The Executive Committee will have all the power and authority of the Board of Directors in the interim between regular Board meetings, and its acts, by majority vote of the entire membership of the Executive Committee will be binding upon the Corporation; provided, however the Executive Committee will exercise this authority only with respect of those matters deemed by the President or by a majority of the Executive Committee, to be of sufficient importance to require a decision and action prior to the next regularly scheduled meeting of the Board of Directors. The



Executive Committee will recommend action by the Board of Directors with respect to any matter affecting the Corporation.

An affirmative vote of a majority of the Board of Directors present quorum and attending will be required to elect officers, board members, and to remove from office a trustee or officer for cause deemed sufficient by those voting for such removal.

Any member of the Board of Directors, who will have three (3) unexcused absences from regularly scheduled meetings of the Board in any fiscal year, will automatically be dropped as a member of the Board. Absences may be excused for just cause and may be registered in person orally, in writing, by telephone or email prior to such meetings.

#### **Article V:**

##### **Dissolution of Corporation**

Upon dissolution of the Corporation, the Board of Directors will dispose of the assets of the Corporation in such a manner, or to such organizations operated for charitable purposes as will qualify at the time as exempt organizations under Section 501(c)(3) of the IRS code, or the law in effect at the time. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if the named beneficiary at the time of dissolution may not be qualified, may not be in existence, or may be unwilling or unable to accept the assets of the dissolving organization, the remaining assets will be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational, religious, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Moreover, upon the dissolution of the organization, assets that have not been 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, 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 a court of competent jurisdiction in 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 are organized and operated exclusively for such purposes.

#### **Article VI :**

##### **Conflict Of Interest**

No officer, Director, or member of the Corporation will have a direct or indirect financial interest in the Corporation's interest when it is contemplating entering into a transaction or arrangement that might result in a possible excess benefit transaction. This policy, which has been adopted by resolution of the governing board, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.