



An Affiliate of  
Keep America Beautiful, Inc.

POST OFFICE BOX 790  
EAST PALATKA, FLORIDA 32131



Phone 904-325-9598  
Fax 904-325-9598



216 REID STREET  
PALATKA, FLORIDA 32177

N48003

Dear Sir,

The return address for Keep  
Putnam Beautiful Inc. is  
Post Office Box 790, E. Palatka, FL 32131

Thank you  
Kate Pollock

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PR 2:27

APPROVED  
AND  
MAILED

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N48003  
Award  
7/28  
9.22.97 OM



**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of

Keep Putnam Beautiful Inc.

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Amended	Article III
Amended	Article IV
Added	Article VIII
Added	Article IX
Added	Article X

See additional sheets attached

APPROVED  
AND  
FILED  
97 SEP 22 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**SECOND:** The date of adoption of the amendment(s) was: 25 JUNE 1997

**THIRD:** Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Keep Putnam Beautiful Inc.

\_\_\_\_\_  
Corporation Name

  
Signature of Chairman, Vice Chairman, President or other officer

CHARLES V. BLISSITT  
Typed or printed name

CHAIRMAN Title                      25 JUNE 1997 Date

**ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION**

of  
**Keep Putnam Beautiful, Inc.**

**(a not for profit corporation)**

Keep Putnam Beautiful Inc., a corporation formed prior to March 10, 1992, hereby amends its Articles of Incorporation in accordance with Section 617.016, 617.017, 617.018 and 617.019, Florida Statutes (1985) as follows:

1. The name of the corporation is Keep Putnam Beautiful, Inc. .
2. The following items shall be added to and incorporated in Article III of the original Articles of Incorporation:

**ARTICLE III PURPOSE (S)**

The specific purpose(S) for which the corporation is organized is (are):

- . Change the attitudes of all the citizens of Putnam County toward the disposal of waste through education and motivation, with the emphasis placed on the youth education.
  - . Clean up solid waste and litter, as an education effort to improve the quality of life in our community through education, beautification, and litter prevention activities.
  - . Obtain updated litter and solid waste control ordinances.
  - . Seek effective enforcement of all pertinent ordinances and laws.
3. The following items shall be added to and incorporated in Article IV of the original Articles of Incorporation:

**ARTICLE IV MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is as follows:

**Board Membership:**

- A. The Keep Putnam Beautiful Inc. Board shall consist of not more than fifteen members.
- B. The Putnam County Administrator shall be an ex-officio member of the board, and will not be included in the number fifteen.
- C. The membership committee shall present nominations for board members.

- D. Board members shall be elected annually at the annual meeting from and by the general membership, with no limit on terms served.
  - E. Vacancies in offices shall be filled, as needed, by the Board.
4. The following items shall be added to and incorporated as Article VIII of the original Articles of Incorporation:

#### ARTICLE VIII MEETINGS

- (A) Regular meetings of the board will be held monthly.
  - (B) Special meetings of the board may be called by the Chair, or by the Executive Board, or at the request of ten or more members. Notice of all special meetings shall be given by mail or telephone at least three days prior to the meeting, and such notice shall include time, place, and the purpose of the meeting.
  - (C) Eight board members attending any board meeting shall constitute a quorum.
  - (D) Board members shall advise the Chair in advance of inability to attend any regular scheduled meeting.
  - (E) Committees shall meet as required and shall report at the next regularly scheduled meeting of the board.
  - (F) General members may attend board meetings. A request to be placed on the agenda should be received by the Chair at least a week in advance of the meeting.
  - (G) An annual meeting of the general membership shall be held in conjunction with the volunteer appreciation awards program.
  - (H) If time dated material must be answered before the next regular meeting three officers must consent.
5. The following items shall be added to and incorporated as Article IX of the original Articles of Incorporation:

#### ARTICLE IX AMENDMENTS

The board of Keep Putnam Beautiful, Inc. May amend these by-laws and the Articles of Incorporation by a vote of the quorum board membership present at a regular

meeting. A written notice of the proposed amendment shall be sent to all board members at least 15 days before the regular meeting at which the amendment shall be voted.

6. The following items shall be added to the original Articles of Incorporation:



## ARTICLE X

### MANNER OF DISSOLUTION and DISPERSION

- (A) No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, Director or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation of any of the corporate assets on dissolution of the Corporation.
- (B) No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise, to and extent that would disqualify it for tax exemption under Section 501 (c) (3) of the IRS. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulation 501 (c) (3), as it now exists or may be hereafter amended.
- (C) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by organization, contributions to which are deductible under Sections 170 (c) (2) and 2055 (a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.
- (D) Upon the dissolution of the corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed to such organizations which then qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, as amended, as the Board of Directors may direct.
- (E) In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation

shall be handled, administered, operated and distributed as hereinabove set forth, the Corporations, its Directors and Officers, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

7. This Amendment was adopted at a Board meeting pursuant to Article IX of the Articles of Incorporation on June 25, 1997.

  
Chairman  
  
Secretary

## CERTIFICATE OF RESOLUTION

**I HEREBY CERTIFY** that on the 25th day of June, 1997, a duly constituted meeting of the board of Directors of Keep Putnam Beautiful, Inc. (herein, called "Corporation"), at which a quorum of Directors was present, was held and the following resolutions were duly adopted and are now in full force and effect.


**RESOLVED**, that the Corporation does hereby ratify and approve the terms of the Articles of Amendment, dated the 25th day of June, 1997, (herein called "Amendment"). The President is hereby authorized and directed to file the Amendment with the Secretary of the State of Florida, Division of Corporations.

**RESOLVED**, further, that the Secretary of this Corporation be and is hereby authorized to certify to Keep Putnam Beautiful, Inc. the foregoing Resolution, that the provisions thereof are in conformity with the charter and by-laws of this Corporation and that the foregoing powers and authority will continue until written notice of revocation has been delivered to said corporation.

I further certify that there is no provision in the charter or by-laws of the Corporation limiting the power of the Board of Directors to pass the foregoing resolutions, that the same are in conformity with the provisions of said charter and by-laws and are duly recorded in the minute book of the Corporation, that the foregoing powers and authority will continue until written notice of revocation has been delivered to Keep Putnam Beautiful, Inc. and that Charles Blissitt and Bonnie Moore are the duly elected President and Secretary, respectively, of the Corporation.

I further certify that I am Secretary of the Corporation and have been duly appointed and am presently serving in that capacity in accordance with the by-laws of the Corporation.

**IN WITNESS WHEREOF**, I have subscribed my signature to this Certificate and affixed the seal of the Corporation.

  
Secretary

Date: June 25, 1997.