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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Expanding and Preserving Our Cultural Heritage

DOCUMENT NUMBER: N96000003512

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

Please return all correspondence concerning this matter to the following:

Charlene Farrington

(Name of Contact Person)

Spady Museum

(Firm/ Company)

170 NW 5th Ave

(Address)

Delray Beach, FL 33444

(City/ State and Zip Code)

charlene.farrington@gmail.com

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

For further information concerning this matter, please call:

Lawrence Moncrief

561 375 8581

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:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
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**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

**Amended and Restated  
Articles of Incorporation  
of  
Expanding and Preserving Our Cultural Heritage, Inc**  
(Document No. N96000003512)

Pursuant to the provisions of section 617.1006, Florida Statute, this *Florida Not For Profit Corporation* adopts the following Amended and Restated Article of Incorporation.

**Article I**  
Name of Corporation

The new name of this Corporation shall be **Spady Cultural Heritage Museum, Inc.**

**Article II**  
Principal Office

The principal place of business and mailing address of this Corporation shall be

170 NW 5th Avenue  
Delray Beach, FL 33444

**Article III**  
Corporate Duration

This Corporation shall have perpetual existence

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**Article IV**  
Purposes and Powers

Section 4.1 Purposes. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making and distribution to organizations that qualify as exempt organizations under Section 501c(3) of the Internal Revenue Code or corresponding sections of any future tax code.

Section 4.2 Powers. The Corporation shall have all of the powers of not-for-profit corporations under Chapters 607 and 617 of the State of Florida statutes, as amended from time to time.

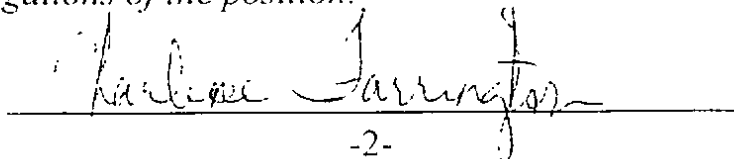
**Article V**  
Membership

The qualification and manner of admission of members shall be regulated by the Bylaws of the Corporation.

**Article VI**  
Registered Agent and Registered Office Address

Charlene Farrington  
170 NW 5<sup>th</sup> Avenue  
Delray Beach, FL 33444

*I hereby accept appointment a registered agent. I am familiar with and accept the obligations of the position.*

  
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## Article VII

### Board of Directors

Section 7.1 Number. The Corporation shall have as least seven (7) directors. The number of directors may be increased from time to time in accordance with bylaws. The term of office for all directors shall be established in the bylaws.

Section 7.2. Members of the Board. Current officers and members of the Board, who shall serve until their successors are elected, are:

President

Bill Whigham  
12299 Pleasant  
Green Way  
Boynton Beach, FL 33437

1<sup>st</sup> Vice President

Clarence Vaughn  
17650 Woodview Terr  
Boca Raton, FL 33486

2<sup>nd</sup> Vice President

Colleen Rhodd  
190 SE 5<sup>th</sup> Ave  
Apt 479  
Delray Beach, FL 33483

Secretary

Barbara Carey-Shuler  
12881 Cocoa Pine Dr  
Boynton Beach, FL 33436

Treasurer

Louis Haym  
151 NE 5<sup>th</sup> Ave  
Unit 404  
Delray Beach, FL33483

Christopher Cadet  
515 El Prado  
West Palm Beach, FL33405

Stacey Copeland  
3812 Shelly Way South  
West Palm Beach, FL 33407

Gillian Ebanks-Knowles  
3392 Commodore Ct.  
West Palm Beach, FL 33411

Vera Farrington  
310 NW 2<sup>nd</sup> Ave  
Delray Beach, FL33444

Lawrence Moncrief  
6888 Lismore Ave  
Boynton Beach, FL 33437

Larry Rosensweig  
1003 Seagate Dr  
Delray Beach, FL33483

Alfred Straghn  
26 SW 5<sup>th</sup> Ave  
Delray Beach, FL 33444

Section 7.3 Election. Directors shall be elected in accordance with the bylaws of this Corporation.

## **Article VIII**

### Prohibited Activities

Section 8.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause herein.

Section 8.2 No substantial part of the activities of the Corporation shall be the carry on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

Section 8.3 Notwithstanding any other provision of this document, the corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501c(3)

of the Internal Revenue Code, or corresponding sections 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 sections of any future federal tax code.

## **Article IX**

### **Dissolution**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501c(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purposes. 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 this 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

## **Article X**

### **Indemnification**

Every director and every officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings or settlement thereof reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may by reason of his/her being or having been a director or officer of this corporation, whether or not he/she is a director or officer at the time such expenses are incurred, unless the liability of the director or officer in question is adjudged by decision of a court of competent jurisdiction to result from the gross negligence or willful misconduct of such officer or director in the performance of his/her duties provided, however, that in the event of a settlement, the indemnification

herein shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said director or officer may be entitled.

**Article XI**  
Amendment

These Restated Articles of Incorporation may be amended in accordance with the Florida Not-for Profit Corporation Act, as amended.

These Amended and Restated Articles of Amendments adopted by the Board of Directors on October 16, 2019, and effective on the date that these Amended and Restated Articles of Incorporation are filed by the Florida Department of State.

Dated October 18 2019

By William J. Whigham  
Bill Whigham  
President