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(Requestor's Name)

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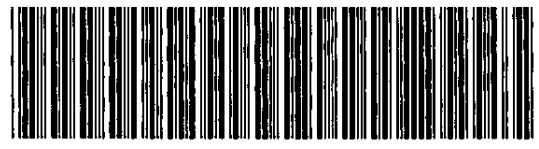
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 8 2013

ROBERTS

Law Offices of  
**BRUCE WEIHE, P.A.**  
333 North New River Drive E., Suite 1500  
Fort Lauderdale, FL 33301

Ph.: 954/607-6723  
[bweihe@bawlawyer.com](mailto:bweihe@bawlawyer.com)

January 3, 2013

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Tina Roberts

**SUBJECT: PERC, Inc.**

**DOCUMENT NUMBER: N98000005632**

Dear Ms. Roberts:

Consistent with our discussion of earlier today, enclosed please find my firm's check for \$43.75. payable to the Florida Department of State, which completes the payments required for processing and approving the Articles of Amendment and the Restatement of Articles of Incorporation for PERC, Inc.

As we discussed, \$35.00 is for the fee to file the Restatement of Articles of Incorporation of PERC, Inc., formerly known as P.E.R.C., Inc., and the remaining \$8.75 fee is for a certified copy of the Restatement of Articles of Incorporation of PERC, Inc. to be returned to my attention. As you know, by earlier correspondence dated December 21, 2012, I submitted the Articles of Amendment with a check for \$43.75 for filing the Articles of Amendment and requesting a certified copy of the Articles of Amendment.

For ease of reference, I am enclosing additional copies of the Articles of Amendment and the Restated Articles of Incorporation of PERC, Inc., the originals of which were enclosed with my letter of December 21, 2012.

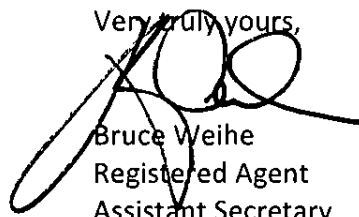
Finally, as we also discussed, there are no members of PERC, Inc. entitled to vote on the amendments, and consequently the amendments were adopted by the PERC, Inc., Board of Directors.

Enclosed with this letter is an addressed, pre-stamped envelope directed to my attention, and I request that the certified copies be returned to me in the envelope, directed to:

BRUCE WEIHE, Esq.  
Law Offices of Bruce Weihe, P.A.  
333 North New River Drive E., Suite 1500  
Fort Lauderdale, FL 33301

For further information concerning this matter, please do not hesitate to contact me directly at 954/607-6723. Your courtesies in this matter are greatly and sincerely appreciated.

Very truly yours,



Bruce Weihe  
Registered Agent  
Assistant Secretary  
PERC, Inc.

Encls.

Law Offices of  
**BRUCE WEIHE, P.A.**  
333 North New River Drive E., Suite 1500  
Fort Lauderdale, FL 33301

Ph.: 954/607-6723  
[bweihe@bawlawyer.com](mailto:bweihe@bawlawyer.com)

December 21, 2012

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: PERC, Inc.**

**DOCUMENT NUMBER: N98000005632**

The enclosed Articles of Amendment and Restatement of Articles of Incorporation of PERC, Inc., formerly known as P.E.R.C., Inc., together with a check for the \$35.00 filing fee and an \$8.75 fee for a certified copy to be returned to my attention are submitted for filing.

Please return all correspondence concerning this matter to:

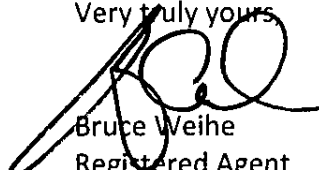
BRUCE WEIHE, Esq.  
Law Offices of Bruce Weihe, P.A.  
333 North New River Drive E., Suite 1500  
Fort Lauderdale, FL 33301  
[bweihe@bawlawyer.com](mailto:bweihe@bawlawyer.com)

For further information concerning this matter, please call:

Bruce Weihe, at 954/607-6723

Enclosed is a check for \$43.75 made payable to the Florida Department of State. Please do not hesitate to contact me directly with any comments or questions that you may have regarding this matter.

Very truly yours,



Bruce Weihe  
Registered Agent  
PERC, Inc.

Encls.

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of  
**P.E.R.C. Inc.**  
**(a Corporation Not for Profit)**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation, P.E.R.C. Inc., adopts the following amendments to its Articles of Incorporation filed with the Florida Secretary of State Division of Corporations on September 30, 1998:

1. **Name.** Article I of the Articles of Incorporation is amended as follows: The name of the corporation shall be PERC, Inc. (the "Corporation").
2. **Address.** Article II of the Articles of Incorporation is amended as follows: The address of the principal office of the Corporation and the mailing address of the Corporation shall be 153 West Shore Road, Grand Isle, Vermont 95458, and the Corporation may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation. The registered office of the Corporation shall be 333 North New River Drive E., Suite 1500, Fort Lauderdale, FL 33301; the Board of Directors may from time to time relocate the registered office of the Corporation.
3. **Purpose and Charitable Restrictions and Limitations.** Articles III and XIII of the Articles of Incorporation are combined and amended as follows: The Corporation is organized and will be operated for charitable and educational purposes as specified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including:
  1. to financially assist any organization on Elbow or Man O' War Cay or elsewhere in any part of the Bahamas, which is organized and operated for charitable or educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future tax code; and
  2. to engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying 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 or in opposition to any candidate for public office.

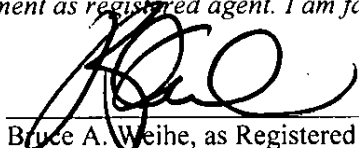
Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the

Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

If the Corporation is determined by the Internal Revenue Service to be a private foundation, then the following additional provisions will apply:

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
  2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code.
  3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code.
  4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code.
  5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code.
4. **Directors.** Article IV of the Articles of Incorporation is amended as follows: the governing body of this Corporation shall be the Board of Directors. The Board of Directors of PERC, Inc. shall be elected or appointed in accordance with the Bylaws of the Corporation.
5. **Registered Agent.** Article V of the Articles of incorporation is amended as follows: The registered office of PERC shall be located at 333 North New River Drive E., Suite 1500, Fort Lauderdale, FL 33301. The name and address of the registered agent of PERC is Bruce A. Weihe, Esq., 333 North New River Drive E., Suite 1500, Fort Lauderdale, FL 33301.

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

  
Bruce A. Weihe, as Registered Agent of P.E.R.C., Inc.

6. **Directors.** Article VII of the Articles of Incorporation is renumbered as Article VI and amended as follows: The names and addresses of the individuals serving as officers and directors of PERC, Inc. are to change, as follows:

Type of Action	Title	Name	Address
<input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	David T. Price	550 S.W. 12 <sup>th</sup> Avenue Deerfield Beach, FL 33442
<input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Gerald K. Whiteleather	P.O. Box 1735 Meredith, NH 03253
<input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Joseph Shrier	19300 Story Road Rocky River, OH 44116

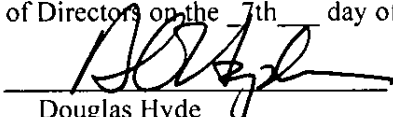
<input type="checkbox"/> Change	D	David B. Gale	Hopetown, Great Abacos
<input type="checkbox"/> Add			The Bahamas
<input checked="" type="checkbox"/> Remove			
<input type="checkbox"/> Change	D/S	John Gearen	721 Ontario Street
<input checked="" type="checkbox"/> Add			Oak Park, IL 60302
<input type="checkbox"/> Remove			
<input type="checkbox"/> Change	D/T	Ruth Harkin	1900 Ancilla Court
<input checked="" type="checkbox"/> Add			Alexandria, VA 22307
<input type="checkbox"/> Remove			
<input type="checkbox"/> Change	D/P/C	Douglas Hyde	153 West Shore Road
<input checked="" type="checkbox"/> Add			Grand Isle, VT 95458
<input type="checkbox"/> Remove			

7. **Dissolution.** Article X of the Articles of Incorporation shall be renumbered as Article VIII and amended as follows: In the event of dissolution of PERC, Inc., the residual assets of the Corporation will be distributed to one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501(c)(3) and 170(c)(2) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 or corresponding sections made in future codifications of the Internal Revenue Code.
8. **Renumbered Sections.** Article VIII of the Articles of Incorporation shall be renumbered as Article VII, Article X shall be renumbered as Article IX, Article XI shall be renumbered as Article X, Article XII shall be renumbered as Article X, and Article XIV shall be renumbered as Article XII.

In all other respects, the Articles of Incorporation of PERC, Inc., formerly known as P.E.R.C., Inc., shall remain unchanged, and in full force and effect.

Date of adoption of Amendments: December 7, 2012.

Consistent with Article XI of the Articles of Incorporation, the amendments have been adopted by a majority vote of the Board of Directors on the 7th day of December, 2012.

Dated: December 11, 2012 Signature:   
 Douglas Hyde  
 Chairman of the Board of Directors

Finally, as we also discussed, there are no members of PERC, Inc. entitled to vote on the amendments, and consequently the amendments were adopted by the PERC, Inc., Board of Directors.