

**ARTICLES OF AMENDMENT:**  
**Springfield Improvement Association and Woman's Club, Inc.**  
**(A Florida Not for Profit Corporation)**

Springfield Improvement Association and Woman's Club, Inc. filed its original Articles of Incorporation on April 10, 1989. The "document number" assigned to this organization by the Florida Department of State at the time of incorporation was N31601. The Board of Directors adopted these Articles of Amendment at a regular meeting with a quorum being present which was held on December 11, 2012. The membership then adopted the Articles of Amendment on January 15, 2013 and the number of votes cast met the requirements of both the Articles of Incorporation and the bylaws.

The Articles of Incorporation of Springfield Improvement Association and Woman's Club, Inc. are hereby amended by replacing Articles I, IV, V, VI and VII and adding Articles IX and X of the Articles of Incorporation. The new Articles read as follows:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is Springfield Improvement Association, Inc. The principal office of the corporation shall be located at 210 W 7<sup>th</sup> Street, Jacksonville FL 32206 but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The principal office shall also be the mailing and registered office address.

**ARTICLE IV - MEMBERSHIP**

The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**ARTICLE V - BOARD OF DIRECTORS/OFFICERS**

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be not less than three (3); provided however that the Board of Directors may, from to time, increase or decrease the number of Directors, so long as the number of directors does not exceed nine (9). The method of election of the Board of Directors shall be as stated in the Bylaws. Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws.

**ARTICLE VI- 501(c)(3) LIMITATIONS**

CORPORATE PURPOSES. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

LOBBYING AND POLITICAL CAMPAIGNS. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

NO PRIVATE INUREMENT. The corporation shall not distribute any gains, profits or dividends to the directors, officers or to any individual except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

#### **ARTICLE VII - DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the directors. Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code or shall be distributed for a public purpose to the federal government, a state or local government or to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. The Circuit Court of the county in which the principal office of the organization is located, shall dispose of any assets not disposed of, exclusively for such purposes or to such organization(s) as said court shall determine is organized and operated exclusively for such purposes, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

#### **ARTICLE IX - BYLAWS**

The first Board of Directors shall adopt the Bylaws, which the Board or the membership may alter, amend, modify or appeal in the manner set forth in the Bylaws.

#### **ARTICLE X - REGISTERED AGENT**

The name and address of the registered agent and office of the Corporation is:

HALSTEAD, ADAM BLAIR  
210 W 7TH ST  
JACKSONVILLE FL 32206 US

IN WITNESS WHEREOF, we the undersigned hereby execute these Articles of Amendment.

Springfield Improvement Association, Inc.

BY: Adam Halstead  
Adam Blair Halstead, President

Attest: Patricia Ann Singleton  
Patricia Ann Singleton, Secretary  
*DaBose*