

733882

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

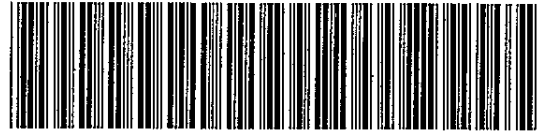
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JB

Amend.

JB
2/22

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SARASOTA MODEL RAILROAD CLUB, INC.

DOCUMENT NUMBER: 733882

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

Please return all correspondence concerning this matter to the following:

JAMES M. BEATTY, PRESIDENT
(Name of Contact Person)

SARASOTA MODEL RAILROAD CLUB, INC.
(Firm/ Company)

P.O. BOX 239
(Address)

TALLEHAST, FL 34270 - 0239
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

JAMES M. BEATTY at (941) 924-2511
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

SARASOTA MODEL RAILROAD CLUB, INC.

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

733882

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

COMPLETE REVISION OF ~~BOTH~~ CORPORATE
CHARTER AND ~~BYLAWS~~ (ATTACHED)

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: 12/7/04

Effective date if applicable: JANUARY 1, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signed this 1st day of FEBRUARY, 2005.

Signature *James M. Beatty, President*
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

JAMES M. BEATTY
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35

Sarasota Model Railroad Club, Inc.

Amended Corporate Charter

This Corporate Charter along with the Club Operating Rules and Bylaws constitute the governance documents of the Sarasota Model Railroad Club, Inc.

CORPORATE CHARTER
for
SARASOTA MODEL RAILROAD CLUB, INC.
(Serving the Sarasota, Venice and Bradenton Area)

A corporation not for profit, organized under the laws of the State of Florida

ARTICLE I – NAME

The name of the corporation shall be SARASOTA MODEL RAILROAD CLUB, INC., and it shall be located at Manatee County, Florida.

ARTICLE II – OBJECTIVES

The general nature of the objectives of the corporation shall be:

1. To enjoy with others of like mind the hobby of scale model railroading.
2. To build, maintain and operate scale model railroad layouts of a size and complexity not possible at home.
3. To promote the hobby of scale model railroading.
4. To perform such other activities as shall be necessary and expedient to carry out the general objectives of the club.
5. The foregoing objectives shall not be construed as limitations, but this corporation shall have such other powers as are provided by the laws under which this corporation is organized.

ARTICLE III – TERM

The term for which this corporation shall exist shall be perpetual or until dissolved according to law.

ARTICLE IV – OFFICERS

The officers of this corporation shall be the President, Vice President, Secretary, Treasurer, Director of Operations, Director of Administration, Director of Membership, Director of Public Relations and Director of Shows. They shall be elected by the members as provided in the Bylaws, and shall function as the Board of Directors.

Officers shall be elected as provided in the Bylaws. They shall serve for one year.

The President shall appoint such standing and temporary committees as deemed necessary in the successful operation of the Club.

The names of the officers who are to manage all the affairs of this corporation until the first election under the charter are as follows:

President	Herbert Goetschius
Vice President	Warren Ripple
Secretary—Treasurer	Charles Stewart
Superintendent, Operations Division	Philip Lum
Superintendent, Communications Division	Leon Schultz

ARTICLE V – BYLAWS

1. The members of the Club shall adopt Bylaws, as provided herein, to govern the internal affairs of the corporation.
2. The Bylaws of the corporation are to be made, altered, or rescinded by a two-thirds majority vote of the total eligible membership, provided that notice of any proposed amendment to said Bylaws shall have been given in writing to each member at least twenty days prior to the date at which such amendment shall be voted on

ARTICLE VI – MEETINGS

1. Regular meetings shall be held as provided in the Bylaws.
2. The annual election meeting shall be called by the President at a convenient date the month before final date of Charter of each year.
3. Fifteen eligible members shall constitute a quorum for the transaction of business of the Club.
4. All parliamentary business not covered by the Charter and Bylaws of this Club shall be governed by Robert's Rules of Order.

ARTICLE VII – AMENDMENTS

This Charter may be amended by a two-thirds vote of the eligible voting members provided written notice of the proposed amendments and copies thereof shall have been sent to all members entitled to vote at least two weeks prior to such vote.

WHEREFORE, your Petitioners pray that the Secretary of State take jurisdiction of this matter and that the forgoing Charter may be endorsed and approved by the Secretary of state as a corporation, not for profit, and entitled to exercise all right, privileges and immunities as such under the laws of the State of Florida.

Herbert Goetschius
Warren Ripple
Charles Stewart
Philip Lum
Leon Schultz

08/05/1975

Revised and approved 12/07/2004