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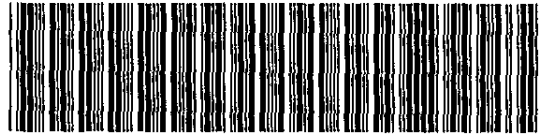
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated & Amended

T. Roberts APR 17 2006

KIMBROUGH & KOACH, LLP

Attorneys at Law

ROBERT A. KIMBROUGH
KRAIG H. KOACH

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KKH@KIMBROUGHKOACH.COM

March 20, 2006

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

Re: Ringling School Library Association, Inc.

Ladies and Gentlemen:

On behalf of Ringling School Library Association, Inc., a Florida corporation not for profit, I submit for filing the enclosed Restated and Amended Articles of Incorporation.

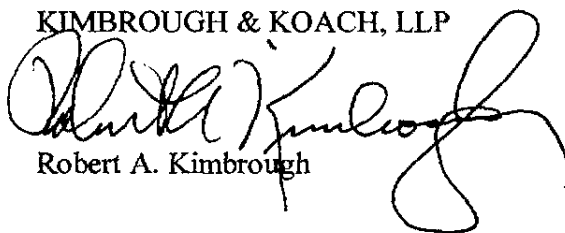
Also enclosed is my check payable to the Secretary of State Division of Corporations in the amount of \$43.75 in payment of the filing fee and the cost of one certified copy.

It is requested that a certified copy of the approved amendment be made and transmitted to me.

Thank you for your assistance.

Sincerely,

KIMBROUGH & KOACH, LLP



Robert A. Kimbrough

RAK/cp
Enclosures

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RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF

RINGLING SCHOOL LIBRARY ASSOCIATION, INC.

a Florida not for profit corporation.

Pursuant to the provisions of such 617.1006, Florida Statutes, the above-named Florida corporation not for profit adopts the following Restated and Amended Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: RINGLING SCHOOL LIBRARY ASSOCIATION, INC.

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. PURPOSES

A. The corporation is a not for profit corporation. The purposes for which the corporation is organized are to advance the cause of education and establish a mutually beneficial relationship between this corporation and RINGLING SCHOOL OF ART AND DESIGN, an educational institution in the City of Sarasota, County of Sarasota, State of Florida, owned and operated by RINGLING SCHOOL OF ART AND DESIGN, INC. a Florida corporation not for profit, by assisting said RINGLING SCHOOL OF ART AND DESIGN in the development and sustaining of its library and in the furtherance of the education program of said RINGLING SCHOOL OF ART AND DESIGN.

In connection with the foregoing objectives and purposes, said corporation shall be possessed, though not by way of limitation, of each and every power provided by the laws of the State of Florida as they now exist or as they may hereafter exist, pertaining to corporations not for profit.

B. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office; and shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

ARTICLE IV. MEMBERS

The membership of the corporation shall be composed of any individual, partnership, association, trust, society, university, research institute, academy, corporation, government entity, or other entity or organization who shall request an invitation to membership in the appropriate class or classes as set forth in the bylaws, and who shall make the contributions for the respective classes as may be prescribed by the bylaws or as may be set forth from time to time by resolution of the board of directors of the corporation. The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of members shall be as regulated in the bylaws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be three, or such greater number as may be determined from time to time by the bylaws of the corporation. The makeup of the board of directors, including those who may be directors by virtue of being office holders and/or committee chairpersons shall be as set forth from time to time by the bylaws of the corporation.

ARTICLE VI. OFFICERS

The affairs of this corporation shall be managed by the following officers: President, one or more of Vice President, Secretary and Treasurer, and such other officers as may be prescribed from time to time by the bylaws. Each officer shall be elected by the membership of the corporation at the annual meeting of members. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed from time to time in the bylaws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the present officers who are to serve until a successor has been elected are:

President:	Mrs. Debbi Benedict	116 North River Boulevard Nokomis, Florida 34275
President-elect:	Mrs. Susan Pore	1365 Ladue Lane Sarasota, Florida 34231
First Vice President:	Mrs. Gail Johnson	4946 Rutland Gate Sarasota, Florida 34231
Second Vice President:	Mrs. Susie Reeder	1125 N. Lake Shore Drive Sarasota, Florida 34231
✓ Recording Secretary:	Mrs. Stephanie Kost	1265 Riegels Landing Drive Sarasota, Florida 34242
Corresponding Secretary:	Mrs. Helen McBean	2097 Wasatch Drive Sarasota, Florida 34235

Treasurer:

Mr. Michael Pender

Cavanaugh & Company
2381 Fruitville Road
Sarasota, Florida 34237

ARTICLE VII. BYLAWS

Bylaws of the corporation may be adopted or amended by approval of two-thirds (2/3) of the members of the board of directors present at any annual, regular or special, called meeting of the board of directors, after such notice and procedures as may be prescribed from time to time in the bylaws.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by approval of two-thirds (2/3) of the members of the board of directors present at any annual, regular or special, called meeting of the board of directors, after such notice and procedures as may be prescribed from time to time in the bylaws.

ARTICLE IX. INDEMNIFICATION

Every director and every officer of the corporation, and every member of the corporation serving the corporation at its request, shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation, or by reason of him or her having served the corporation at its request, whether or not he or she is a director or officer or member serving the corporation at the time the expenses or liabilities are incurred, except when the director, officer or member serving the corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of the corporation. This right of

indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving the corporation may be entitled.

ARTICLE X. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the principal office of the corporation and the street address of the registered office of the corporation is 1530 Cross Street, Sarasota, Florida 34236. The name of its registered agent at that address is Robert A. Kimbrough.

ARTICLE XI. DISPOSITION UPON DISSOLUTION

On the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the board of directors has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to RINGLING SCHOOL OF ART AND DESIGN, INC., a Florida corporation not for profit, Sarasota, Florida, with the specific designation that the assets be applied exclusively to the benefit of the VERMAN KIMBROUGH MEMORIAL LIBRARY of such school, but if RINGLING SCHOOL OF ART AND DESIGN, INC., not be in existence, then to such other non-profit tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the board of trustees of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

The date of adoption of these Restated and Amendment Articles of Incorporation was the 13th day of February 2006.

Pursuant to the provisions of the existing Articles of Incorporation and bylaws, these Restated and Amended Articles of Incorporation were adopted by the members of the board of directors at a special meeting on the above date by greater than a two-thirds (2/3) vote of the members present.

IN WITNESS WHEREOF, the undersigned president, president-elect and secretary of this corporation not for profit have executed on behalf of the corporation this Restated and Amended Articles of Incorporation this 16th day of March, 2006.

RINGLING SCHOOL LIBRARY ASSOCIATION,
INC.

By Debbi Benedict
Debbi Benedict, President

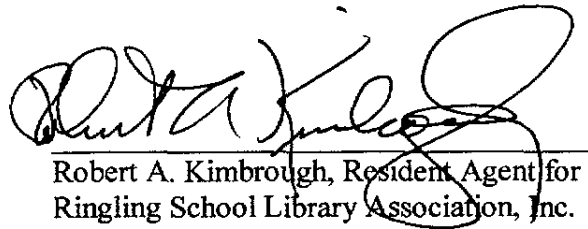
By Susan B. Pore
Susan Pore, President-elect

By Stephanie Kost
Stephanie Kost, Secretary

**WRITTEN ACCEPTANCE BY
RESIDENT AGENT FOR
RINGLING SCHOOL LIBRARY ASSOCIATION, INC.**

Having been named as registered agent and to accept service of process for Ringling School Library Association, Inc., a corporation not for profit, at the place designated below my signature in this certificate, I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 12th day of April 2006.

A handwritten signature in black ink, appearing to read "Robert A. Kimbrough", written over a horizontal line.

Robert A. Kimbrough, Resident Agent for
Ringling School Library Association, Inc.
1530 Cross Street
Sarasota, FL 34236