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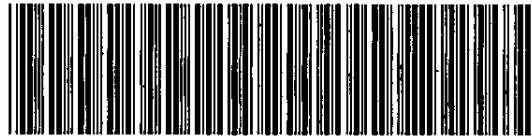
(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

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06/29/07--01016--019 \*\*43.75

*Amended and Restated*

FILED  
07 JUN 29 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts JUL - 3 2007

LAW OFFICES OF  
**BEVERLY A. MORRIS, P.L.**  
808 S.E. FORT KING STREET  
OCALA, FLORIDA 34471

TELEPHONE  
(352) 369-1300

FACSIMILE  
(352) 351-2715

June 27, 2007

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, FL 32314

Re: Certificate of Restated and Amended Articles of Incorporation and  
Amended and Restated Articles of Incorporation  
The Appleton Cultural Center, Inc.

Dear Sir/Madam:

Enclosed please find the following original, fully executed documents for filing  
regarding The Appleton Cultural Center, Inc.:


1. Certificate of Restated and Amended Articles of Incorporation
2. Restated and Amended Articles of Incorporation

We are enclosing our firm's check number 4701 in the amount of \$43.75  
covering the filing fee and certified copies of both documents. Also enclosed is an  
additional copy of both documents. Please return one certified copy of both documents  
to:

Beverly A. Morris, P.L.  
808 SE Ft. King Street  
Ocala, FL 34470

Please contact me at 352-732-2860 if you have any questions in this matter.

Yours truly,



Beverly A. Morris

BAM/mog  
Enclosures: As noted above

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
THE APPLETON CULTURAL CENTER, INC.  
(A FLORIDA CORPORATION NOT FOR PROFIT)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is THE APPLETON CULTURAL CENTER, INC.

**ARTICLE II. DURATION**

This Corporation shall have a perpetual existence.

**ARTICLE III. NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in §617.01, Fla. Stat. (2006), in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under §501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter the "Code").

**ARTICLE IV. PURPOSES**

The Corporation is operated exclusively as a sponsoring organization under § 265.603, Fla. Stat. (2006) and a direct support organization organized under §1004.70, Fla. Stat. (2006). As such, the Corporation is organized and operated exclusively for the benefit of the Appleton Museum of Art which is owned and operated by the District Board of Trustees of Central Florida Community College. The Corporation receives, holds, invests and administers property, makes expenditures, and conducts, creates, produces or sponsors cultural exhibits, performances or events for the benefit of the Appleton Museum of Art, such purposes being also within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 as subsequently amended. Such described operations to be undertaken by the Corporation directly, by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Code, or by contributions to organizations which do not so qualify provided that such contributions are used for specific projects in furtherance of the Corporation's own exempt purposes and the Corporation retains control and discretion as to the use of such contributions.

To carry out the above stated purposes, but not by way of limitation, the Corporation is empowered to:

A.. Exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate or otherwise dispose of property, and the income, principal and proceeds of sale thereof, for any of the purposes, and subject to the qualifications and limitations set forth in these Articles.

#### ARTICLE V. QUALIFICATIONS AND LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees or officers or any private person, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes set forth in Article IV hereof.

B. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from Federal income taxation under §501(a) of the Code and contributions to which are deductible under §170(c)(2) of the Code. Accordingly, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(2) of the Code. No substantial part of the activities of the Corporation is or will 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 any candidate for public office.

C. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to Central Florida Community College Foundation, Inc. to be used exclusively for the Appleton Museum if the Appleton

Museum continues to be owned and operated by Central Florida Community College or Central Florida Community College Foundation, Inc. If not, the assets shall be distributed to the Central Florida Community College Foundation, Inc. for educational purposes in the area of fine arts. Notwithstanding the foregoing, if such distribution would not meet the statutory qualifying criteria of the Florida Department of State, Division of Cultural Affairs that would permit such transfer, then the assets will be distributed to a cultural sponsoring organization which meets the qualifying criteria then in effect.


#### ARTICLE VI. OFFICE AND AGENT

The registered office of the Corporation in the State of Florida will be located at:

3001 SW College Road  
Ocala, Florida 34478-1388

The registered agent of the Corporation in the State of Florida at the registered office is: Charles R. Dassance

The registered agent is familiar with and accepts the obligations of the position of registered agent for this corporation.

  
CHARLES R. DASSANCE

#### ARTICLE VII. MEMBERSHIP

The Corporation shall not have a membership distinct from the Board of Directors. The Corporation shall have one class of members, with each member having the right to vote. The membership shall consist of the following:

President of Central Florida Community College

Chief Financial Officer of Central Florida Community College

Chief Academic Officer of Central Florida Community College

Chief Executive Officer of Central Florida Community College Foundation, Inc.

Chief Executive Officer of the Appleton Museum

Member of the District Board of Trustees of Central Florida Community College

## VIII. INCORPORATORS

The names and residence addresses of the initial incorporators of this Corporation are as follows:

Douglas H. Oswald            2245 SE 7<sup>th</sup> Street, Ocala, FL 32671

James E. Kirk                1137 SE 7<sup>th</sup> Street, Ocala, FL 32671

Richard A. Chazal            2112 SE 15<sup>th</sup> Lane, Ocala, FL 32671

## ARTICLE IX. MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. There shall be six (6) members of the Board of Directors, however, the number of Directors may be changed by the bylaws of the Corporation, by amendment of said bylaws, or by an amendment of the Articles of Incorporation but shall not be less than six (6) . The Board of Directors shall consist of the following:

President of Central Florida Community College

Chief Financial Officer of Central Florida Community College

Chief Academic Officer of Central Florida Community College

Chief Executive Officer of Central Florida Community College Foundation, Inc.

Chief Executive Officer of the Appleton Museum

Member of the District Board of Trustees of Central Florida Community College

If a vacancy occurs in any of the positions set forth above, then the individual having interim responsibility for that position shall serve as an interim member of the Board of Directors until such time as the position is filled.

B. CORPORATE OFFICERS. The Board of Directors shall appoint from their number a President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this Corporation may authorize the Directors to elect or appoint from time to time.

C. COMMITTEES. The bylaws may provide for standing and special committees appointed either by the Board of Directors or by the President from among the, and the Board of Directors may allot to such committees such functions and powers as the Board of Directors deems necessary and proper to further the goals and

purposes of the Corporation, subject to any limitations imposed by applicable law. Provided, however, such powers and functions will be subject to the general direction and control of the Board of Directors.

D. ACTION WITHOUT A MEETING. To the greatest extent permitted by law, any action required or permitted to be taken by the Board of Directors or a committee thereof under any provision of law may be taken without a meeting, if all members of the Board or such committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors or such committee, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors or such committee. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors or such committee without a meeting and that the Articles of Incorporation of this Corporation authorize the Board of Directors so to act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE X. BYLAWS

Bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by the Board of Directors either by resolution or by following any other procedure set forth therefor in the bylaws.

#### ARTICLE XI. AMENDMENT TO ARTICLES

These Articles of Incorporation may be repealed, modified or amended, in whole or in part, additions made thereto, or new Articles adopted by resolution of the Board of Directors.

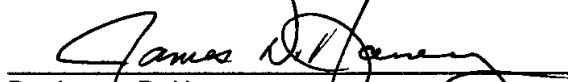
#### ARTICLE XII. THE ANNUAL MEETING

Annual meetings shall be held at such time and date during January of each year at the principal office of the Corporation, or at such other place or places, as the Board of Directors may designate from time to time by resolution.

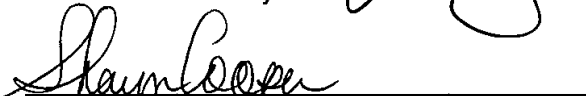
IN WITNESS OF THE FOREGOING, WE have hereunto set our hands and  
seals, and authorize to be filed in the Office of the Secretary of State of the State of  
Florida, the foregoing Restated and Amended Articles of Incorporation, in duplicate, this  
21st day of JUNE, 2007.

  
Dr. Charles R. Dassance

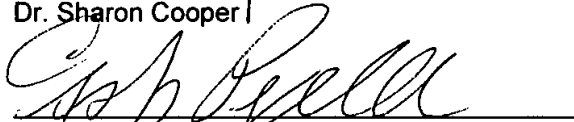
Dated: 6/11/07

  
Dr. James D. Harvey

Dated: 6-12-07

  
Dr. Sharon Cooper

Dated: 6-12-07

  
Dr. Cash Pealer

Dated: 6-21-07

  
Robin M. McClea

Dated: June 13, 2007



**CERTIFICATE OF RESTATED AND AMENDED  
ARTICLES OF INCORPORATION**

The Appleton Cultural Center, Inc., a Florida not-for-profit corporation, under its corporate seal and the hands of its President, Charles R. Dassance, and Secretary, James D. Harvey, certifies that:

1. The Board of Directors of said Corporation, pursuant to § 617.0821, Fla. Stat. (2006) and in lieu of holding a special meeting regarding the same, adopted the following resolution:

RESOLVED, that the Board of Directors of Appleton Cultural Center, Inc., a Florida not-for-profit corporation, deems it advisable and declares it to be in the best interest of the Corporation that the Articles of Incorporation be restated and amended as attached hereto as Exhibit A and made a part hereof. Such restatement does not contain any amendment requiring member approval.

IN WITNESS WHEREOF, the said Corporation has caused this certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 7<sup>th</sup> day of June, 2007.

Margaret E. Inda  
Witness

Charles R. Dassance  
CHARLES R. DASSANCE, President

Cheryl L. Ross  
Witness

Cheryl L. Ross  
Witness

Margaret E. Lindahl  
Witness

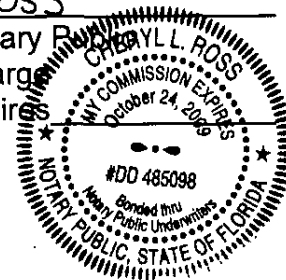
James D. Harvey  
JAMES D. HARVEY, Secretary

(corporate seal)

STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that the foregoing Certificate of Restated and Amended Articles of Incorporation was acknowledged before me this 7<sup>th</sup> day of June, 2007 by CHARLES R. DASSANCE, ■ who is personally known to me or ☐ who presented \_\_\_\_\_ as identification, and who did take an oath.

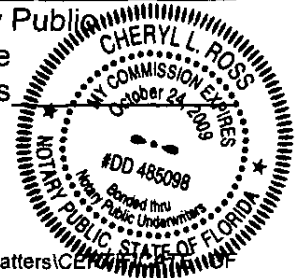
Cheryl L. Ross  
Notary Public  
Cheryl L. Ross  
Printed Name of Notary Public  
State of Florida at Large  
My Commission Expires \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF MARION

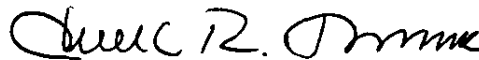
I HEREBY CERTIFY that the foregoing Certificate of Restated and Amended Articles of Incorporation was acknowledged before me this 7<sup>th</sup> day of June, 2007 by JAMES D. HARVEY, ■ who is personally known to me or ☐ who presented \_\_\_\_\_ as identification, and who did take an oath.

Cheryl L. Ross  
Notary Public  
Cheryl L. Ross  
Printed Name of Notary Public  
State of Florida at Large  
My Commission Expires \_\_\_\_\_



**CONSENT BY MEMBERS OF  
THE BOARD OF DIRECTORS OF  
THE APPLETON CULTURAL CENTER, INC.**

The undersigned, being all the members of the Board of Directors of Appleton Cultural Center, Inc. do authorize and consent to that action taken by the Board of Directors as described in the Certificate of Restated and Amended Articles of Incorporation attached hereto.



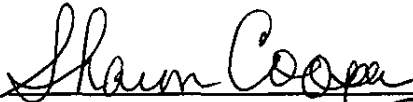
Dr. Charles R. Dassance

Dated: 6/11/07



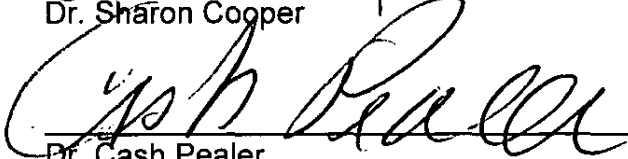
Dr. James D. Harvey

Dated: 6-7-07



Dr. Sharon Cooper

Dated: 6/12/07



Dr. Cash Pealer

Dated: 6-21-07



Robin M. McClea

Dated: 6/12/07