

03/23/2015

BAND LAW GROUP

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P.001/006

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NO 3000002265

Division of Corporations

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ARTICLES OF AMENDMENT AND RESTATEMENT
OF
COMMUNITY AIDS NETWORK FOUNDATION, INC.
(Under Chapter 617 of the Florida Statutes)

FILED
 15 MAR 23 PM 12:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The undersigned, being the President of **COMMUNITY AIDS NETWORK FOUNDATION, INC.** (hereinafter referred to as the "Corporation"), does hereby certify:

A. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on March 14, 2003 (Document #N03000002265).

B. The Corporation desires to amend and restate its Articles of Incorporation as currently in effect.

C. There are no members of the Corporation.

D. The amendments to and restatement of the Articles of Incorporation of the Corporation set forth herein have been adopted and approved by a majority of the directors present and voting at special meeting of this Corporation.

E. The Articles of Incorporation of the Corporation are hereby amended and restated, in their entirety, to read as set forth in Exhibit A to these Articles of Amendment and Restatement.

F. The amendments to and the restatement of the Articles of Incorporation of the Corporation set forth herein shall become effective on the date and at the time that these Articles of Amendment and Restatement are filed with, and approved and accepted for record by, the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the duly appointed and acting President of the Corporation, has set his hand on this 9 day of September, 2014.



 John Mason, President

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Exhibit A

ARTICLE I

The name of this Corporation shall be:

SARASOTA AIDS FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and the mailing address of said Corporation shall be located at 14243 N. Tamiami Trail, North Port, Florida 34287. The Directors of the Corporation may change the location of the principal office and the mailing address of said Corporation from time to time.

ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of IRC Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

PURPOSES: To acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds for the research, treatment, education and prevention of the HIV disease and such charitable, scientific and educational purposes as the Board of Directors may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

ARTICLE IV

POWERS: This Corporation shall have and exercise all the powers of not for profit corporations under the laws of the State of Florida which are convenient or necessary to effectuate the purposes of the Corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, if any, directors, officers, or other private persons, except that 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 Article III hereof.

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(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not directly or indirectly 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.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

ARTICLE VI

The By-Laws shall be adopted by, and may be thereafter altered, amended or rescinded by, the Board of Directors as provided by such By-Laws.

ARTICLE VII

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of this Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of this Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE VIII

The street address of the registered office of this Corporation shall be One South School Avenue, Suite 500, Sarasota, Florida, 34237 and the name of the initial registered agent of this Corporation at such address shall be Gregory S. Band.

ARTICLE IX

NO MEMBERS: There shall be no members of this Corporation.

BOARD OF DIRECTORS: The affairs of this Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, as determined by this Corporation's By-Laws. The method of election of the persons who shall constitute the entire Board of Directors shall be as provided in this Corporation's By-Laws. The officers and directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of this Corporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by a majority of the directors present and voting at any regular or special meeting of this Corporation, provided, however that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed amendment to each and every director of this Corporation, ten (10) days prior to the regular or special meeting of this Corporation; provided, however, that any amendment will not adversely affect the status of this Corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the

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proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

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