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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SARASOTA CONCERT ASSOCIATION, INC.**

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

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**Amendment and Restatement
of the
Articles of Incorporation
of
Sarasota Concert Association, Inc.
A Florida Not For Profit Corporation**

WHEREAS, on April 14, 1986, the original Articles of Incorporation as a not for profit corporation under the laws of the State of Florida forming the Sarasota Community Concert Association, Inc. (the Corporation) were filed and accepted at the Florida Department of State, Division of Corporations in Tallahassee, Florida;

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WHEREAS, on September 27, 1990 an Amendment to the original Articles of Incorporation was voted upon by the Board of Directors and the number of votes cast was sufficient for approval to accept the Amendment and on October 12, 1990 said Amendment to the original Articles of Incorporation was filed and accepted to change the name of the Corporation to "Sarasota Concert Association, Inc."

WHEREAS, on **May 25, 2022**, the Board of Directors now desires to fully amend and restate its Articles of Incorporation as a Florida not for profit corporation and in furtherance of that desire **this Amendment and Restatement was brought before the Board of Directors for a vote on May 25, 2022 and the number of votes cast was sufficient for approval of this Amendment and Restatement;**

NOW THEREFORE, The Board of Directors hereby adopts the following as its Amended and Restated Articles of Incorporation under the laws of the State of Florida as a not for profit corporation:

**ARTICLE I
CORPORATE NAME AND ADDRESS**

The name of this Corporation is **Sarasota Concert Association, Inc.** The address of this Corporation is 505 S. Orange Ave., Unit 301, Sarasota, Florida, 34236.

**ARTICLE II
PERPETUAL EXISTENCE**

The Amended and Restated Articles of Incorporation shall be effective as of the date of filing with the Florida Department of State, Division of Corporations, and the Corporation shall have

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perpetual existence thereafter.

**ARTICLE III
PURPOSE**

The Corporation is being established by the members of the Board of Directors of the Corporation. The purpose of this not for profit Corporation is to operate a not for profit organization having solely such charitable purposes as will qualify it as an exempt organization under 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 including but not limited to having a primary purpose in full compliance with the above, that is further refined as follows: **To present internationally renowned orchestras, chamber ensembles, and solo artists to the greater Sarasota community, and to showcase outstanding regional musicians in a series of free public concerts.**

**ARTICLE IV
CORPORATE POWERS**

The Corporation as a not for profit corporation shall have power to:

1. Have succession by its Corporation name for the period set forth in Article II above.
2. Sue and be sued and appear and defend in all actions and proceedings in its Corporation name to the same extent as a natural person.
3. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.

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- 9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- 10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- 11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- 12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- 13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
- 14. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.

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**ARTICLE V
PROHIBITIONS**

Notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. No substantial part of the activities of the Corporation shall 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 or in opposition to any candidate for public office. 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 the 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 the corresponding section of any future federal tax code.

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**ARTICLE VI
REGISTERED AGENT**

The name and street address of the Registered Agent is:

Tina M. Mroczkowski
Smith Mroczkowski, PLLC
3400 S. Tamiami Trail, Suite, 101, Sarasota, FL 34239.

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**ARTICLE VII
BOARD OF DIRECTORS**

The Corporation shall have a Board of Directors consisting of at least three (3) individuals and no more than fifteen (15) individuals.

1. The number of Directors may be increased or decreased from time to time by amendment or in the manner provided in the bylaws, but the Corporation shall never have fewer than three directors.
2. Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws.
3. Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each Director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death. All terms of office shall be held as provided in the bylaws.
4. The affairs of the Corporation are to be managed by a President, First Vice President, Second Vice President, Secretary, and a Treasurer and such other officers or committees as the Board of Directors may deem necessary from time to time as provided in the bylaws. Such officers shall be elected by the Board of Directors as provided in the bylaws.

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**ARTICLE VIII
INCORPORATOR**

The names and street address of the Incorporators who signed the original Articles of Incorporation were:

George W. Petrie III, President, 1986
4537 N. Lake Dr.
Sarasota, Florida

Mariatta Arnold, Director, 1986
8400 Vamo Rd.
Sarasota, Florida

Hugh Washburn, Vice President, 1986
749 Freeling Dr.
Sarasota, Florida

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**ARTICLE IX
DIRECTORS**

The names and street addresses of the Officers and Directors at the time of this First Amendment and Restatement are as follows:

Dr. Dale Anderson, President
505 S Orange Ave #301
Sarasota, Florida 34236

Joy McIntyre, Immediate Past President
700 John Ringling Blvd. #T-412
Sarasota, Florida 34236

Arthur Siciliano, 1st VP
505 S. Orange Ave.
Sarasota, Florida 34236

Gail Berenson, 2nd VP
6414 Addington Pl.
University Park, Florida 34201

Mara Winn, Secretary
11167 Rosate Ct.
Sarasota, Florida 34238

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Robert Dove, Treasurer
505 S. Orange Ave., # 903
Sarasota, Florida 34236

Barbara Brian, Director
8223 46th Ct. E.
Sarasota, Florida 34243

Michael Brooks, Director
4731 White Tail Ln.
Sarasota, Florida 34238

Jim Cliff, Director
3917 Glen Oaks Dr.
Sarasota, Florida 34232

Renee Hamad, Director
8709 Mangilla Rd.
Sarasota, Florida 34238

John Markham, Director
700 John Ringling Blvd., #NW132 -
Sarasota, Florida 34236

Gant F. McCloud, Director
7575 Alister Mackenzie Dr.
Sarasota, Florida 34240

Susan Robinson, Director
1629 N. Lakeshore Dr.
Sarasota, Florida 34231

Paula Rothman, Director
8908 Whitemarsh Ave.
Sarasota, Florida 34238

Ann Stephenson-Moe, Director
1111 N. Gulfstream Ave., #1C
Sarasota, Florida 34236

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IN WITNESS WHEREOF, the undersigned Director executes these Articles of Incorporation, duly adopted by majority vote of the Board of Directors, on behalf of the Board of Directors this 25 day of MAY, 2022.

Dale P. Anderson

Dr. Dale Anderson, President

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25 day of May, 2022, by Dr. Dale Anderson, who is personally known to me or who produced a Florida Driver's License as identification, and who did take an oath.

Brian R. Miller

Notary Public



Brian R. Miller
Notary Public
State of Florida
Comm# HH126972
Expires 8/2/2025

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Tina M. Mroczkowski

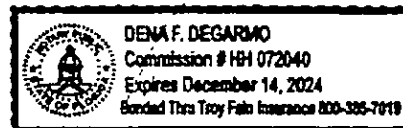
Tina M. Mroczkowski, Esq., Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of May, 2022, Tina M. Mroczkowski, who is personally known to me or who produced a Florida Driver's License as identification, and who did take an oath.

Dena F. Degarmo

Notary Public



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