



THE JOHN AND MABLE
Ringling Museum of Art

CELEBRATE
50
YEARS

THE JOHN AND MABLE RINGLING MUSEUM OF ART FOUNDATION, INC.
The Direct Support Organization of The State Art Museum of Florida

742349

June 27, 1977

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GOVERNOR
The Honorable Lawton M. Chiles, Jr.

SECRETARY OF STATE
The Honorable Sandra B. Morham

TREASURER AND
FOUNDATION DIRECTORS

Robert G. Blalock, Chair
Bradenton

Christine L. Jennings, Vice Chair
Sarasota

James S. Barnett, Treasurer
Bradenton

Amy S. Ostrau, Secretary
Plantation

Sherla Austin Smith
Miami

Marlow W. Cook
Sarasota

Hazel Talley Evans
St. Petersburg

Thomas L. Hammons
Osprey

Homer Hooks
Lakeland

Elizabeth H. Hussey
Orlando

Beth K. Tabasky
Tallahassee

ADVISORY COUNCIL

Ina Schnell, Co Chair
Longboat Key

Arthur M. Wood, Jr., Co Chair
Sarasota

Judith Bronstein
Sarasota

Kay Culbreath
Tampa

Emila C. Erkins
Bradenton

William H. Grubbs
Bradenton

John F. Sandelin
Longboat Key

Sid Schwalbe
Sarasota

Joyce Tate
Longboat Key

Director
Dr. David E. Hutz

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Att: Amendment Section

Re: The John and Mable Ringling
Museum of Art Foundation, Inc.

Dear Sir:

Enclosed is the original Amendment to the Articles of Incorporation to be filed with the Secretary of State. Also enclosed is check number 6703 in the amount of \$87.50 representing the filing fee and certification fee. Please return the certified copy of the filed Amendment to this office.

Should you have any questions or require any additional information, please feel free to contact me at (941) 359-5741.

Sincerely,

Cynthia Ikenn

Cynthia Ikenn
Administration Assistant

/ci
Encs.

Amend

VS JUL 10 1977

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TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

BE IT RESOLVED, by the Board of Directors of The John and Mable Ringling Museum of Art Foundation, Inc., a Florida not-for-profit corporation, that the Articles of Incorporation of the aforesaid corporation are hereby amended as follows:

1. Article IV is hereby amended to provide as follows:

ARTICLE IV - DIRECTORS & OFFICERS

"Section 1. The affairs of this corporation shall be managed by the Board of Directors, who shall constitute the only members of this corporation and who shall have full authority and all of the powers granted to the directors of corporations not for profit under the laws of Florida. There shall be sixteen (16) Directors appointed by the Board of Trustees of The John and Mable Ringling Museum of Art. Of the sixteen (16) Directors, not less than eleven (11) shall be members of the Board of Trustees of The John and Mable Ringling Museum of Art. The Directors shall serve at the pleasure of the Board of Trustees of The John and Mable Ringling Museum of Art and may be removed at any time with or without cause."

2. Article VI is hereby amended to provide as follows:

ARTICLE VI - BYLAWS

"The Bylaws of this corporation shall be made, altered or rescinded by the Board of Directors, subject to the prior written approval by the Board of Trustees of The John and Mable Ringling Museum of Art. The Bylaws shall operate to carry out the purposes of this corporation as expressed herein and to facilitate the operational procedures thereof. To the extent permitted by law, the Corporation adopts and shall

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TALLAHASSEE, FLORIDA

comply with the Bylaws adopted by the Board of Trustees of The John and Mable Ringling Museum of Art as may be amended from time to time; provided, however, in order to obtain a quorum, for the Board of Directors of this Corporation to properly convene a meeting of the Board of Directors and to take actions on behalf of this Corporation, shall require, in addition to a majority of Directors of the Corporation, a quorum of at least six (6) Trustees of the Board of Trustees of The John and Mable Ringling Museum of Art who are concurrently serving as Directors of this Corporation. An affirmative vote of at least eleven (11) members of the Board of Directors and written approval by the Board of Trustees of The John and Mable Ringling Museum of Art shall be required to effect any alteration, change or amendment to the Bylaws."

3. Article VII is hereby amended to provide as follows:

ARTICLE VII - AMENDMENT

"These Articles of Incorporation may be altered or amended only by the Board of Directors and only with an affirmative vote of at least eleven (11) members of the Board of Directors and approval by the Board of Trustees of the John and Mable Ringling Museum of Art."

BE IT FURTHER RESOLVED by the Board of Directors of The John and Mable Ringling Museum of Art that the foregoing amendments shall take effect as of June 17, 1997 and shall thereafter continue in effect until repealed or amended.

IT IS HEREBY CERTIFIED that there are no members of this corporation other than the Board of Directors, and the number of votes cast for the foregoing Amendment was sufficient for approval.

IT IS HEREBY CERTIFIED that the foregoing is a true and correct copy of the Resolution duly adopted by The John and Mable Ringling Museum of Art, Foundation, Inc., at a regular and duly noticed meeting of the Board of Directors of said corporation on June 17, 1997.

DATED this 17th day of June, 1997.

THE JOHN AND MABLE RINGLING MUSEUM
OF ART FOUNDATION, INC.

By: [Signature]

Robert G. Blalock
Its President

Attest:

[Signature]
Amy S. Ostrau, Secretary

STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Robert G. Blalock, as President of the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc., well known to me and known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of June, 1997, in the County and State first above written.

[Signature]
NOTARY PUBLIC



DEBI F. SCHALCH
My Commission CC318382
Expires Sep. 23, 1997
Bonded by ANB
800-852-5878

My Commission Expires:

STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Amy S. Ostrau, as

Secretary of the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc., well known to me and known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of June, 1997, in the County and State first above written.

Debi F. Schalch

NOTARY PUBLIC

My Commission Expires:



DEBI F SCHALCH
My Commission CC316362
Expires Sep. 23, 1997
Bonded by ANB
800-852-5878

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