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October 15, 1998

Corporate Records Bureau,
Division of Corporations,
Department of State,
P. O. Box 6327,
Tallahassee, FL 32301.

Re: Central Brevard Art Association, Inc.

To The Personnel Concerned:

600002667006--1
-10/19/98--01079--009
*****87.50 *****43.75

Enclosed you will find an original and one copy of the proposed Restated and Amended Articles of Incorporation for the above referenced corporation.

Also enclosed is my check in the sum of \$87.50 to be applied as follows:

- | | | |
|----|--|--------------|
| 1. | Filing fee, Restated and Amended Articles of Incorporation | \$ 35.00 |
| 2. | Certified copy of Restated and Amended Articles of Incorporation | <u>52.50</u> |
| | | \$ 87.50 |

I would request that you return the enclosed copy of the Restated and Amended Articles of Incorporation to my office with your certification thereon.

Thank you.

Very truly yours,

C. V. Kessel Jr.
C. V. Kessel Jr.

CVK/ol

Enclosures

all + Rest
10-21

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
CENTRAL BREVARD ART ASSOCIATION, INC.
(a Corporation Not for Profit)**

FILED
98 OCT 15 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.018 of the Florida Statutes, the undersigned corporation not for profit, originally incorporated under the name CENTRAL BREVARD ART ASSOCIATION, INC. on October 26, 1960, pursuant to a resolution duly adopted by its members, hereby adopts the following restated and amended articles of incorporation:

ARTICLE I. NAME

The name of this corporation is

CENTRAL BREVARD ART ASSOCIATION, INC.

AMENDED ARTICLE II. PURPOSES

The Central Brevard Art Association, Inc. shall be organized and operated to provide leadership for cultural and arts improvement, and to provide community service to enhance the well-being, social and cultural climate in Brevard County, Florida within the meaning of Section 501 c (3) of the Internal Revenue Code of 1986 and shall otherwise comply with any requirements for classification as an exempt organization under such section and any amendments thereto.

AMENDED ARTICLE III. POWERS

This corporation is to have the power to do any and all acts and things necessary or expedient for the carrying out of the purposes of the corporation, and in general, to possess all rights, privileges and immunities and enjoy all of the benefits granted to corporations of similar character under the laws of the State of Florida. Notwithstanding anything herein contained to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1986 and any amendments thereto.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

AMENDED ARTICLE V. EXECUTIVE BOARD

Section 1. The business affairs of this corporation shall be managed by and all corporate powers authorized by law shall be exercised by the Board of Directors. The Board shall be composed of the principal officers of the corporation and may be increased from time to time, by the by-laws, but shall never be less than three (3). The manner in which Directors of this Corporation are to be elected or appointed shall be as outlined and contained in the by-laws of this corporation.

Section 2. The Executive Committee of the Board of Directors shall be composed of the Chairman, the Vice-Chairman, the Secretary, the Treasurer and the immediate past Chairman.

AMENDED ARTICLE VI. OFFICERS

Section 1. The Board of Directors shall elect or appoint a Chairman, a vice-Chairman, a Secretary, and a Treasurer, and such other officers as it may determine, and such officers shall have and perform such duties as provided for in the by-laws of the corporation.

Section 2. The officers shall be elected at the annual meeting of the corporation as provided in the by-laws.

AMENDED ARTICLE VII. BY-LAWS

Section 1. The Executive Board of this corporation may propose such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. By-laws shall be adopted, amended, altered or rescinded by a two-thirds (2/3) vote of the Executive Board.

Section 3. The Executive Board may establish standing and temporary committees for the corporation.

AMENDED ARTICLE VIII. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the Executive Board called for that purpose, by a three-fourths (3/4) vote.

Section 2. Amendments may also be made at a regular meeting of the Executive Board upon notice given, as provided by the by-laws, of intention to submit such amendments.

AMENDED ARTICLE IX. LOCATION

The location of this corporation shall be at 425 Brevard Avenue, in the City of Cocoa, County of Brevard, State of Florida.

AMENDED ARTICLE X. DISSOLUTION

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such educational or public purpose or purposes, within the State of Florida, as will complete or continue undertakings for the public benefit which have already begun by the Club, and any remaining assets shall be distributed for purpose or purposes within the scope of Section 501 (c) (3) of the Internal Revenue Code. No part of the net income or earnings of the corporation shall inure to the benefit of any individual member or be distributed to its members or officers.

The foregoing restated and amended articles of incorporation primarily restate the provisions of the corporation's articles of incorporation and also contain certain amendments, specifically designated as "amended", which were adopted pursuant to Section 617.1002 of the Florida Statutes. There is no discrepancy between the corporation's articles of incorporation and the provisions of the restated articles of incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002 of the Florida Statutes and the omission of matters of historical interest.

Dated October 15, 1998.

Central Brevard Art Association, Inc.

By:

Robert W. Bieske
Robert W. Bieske, President

Attest:

By:

Genie Jones
Genie Jones, Secretary

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me on October 15, 1998, by Robert W. Bieske as President of Central Brevard Art Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known by me or has furnished Florida drivers license for ID, and Genie Jones, as Secretary of Central Brevard Art Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known by me or has furnished Florida drivers license for ID.

Sandra M. Owens
Notary Public



Sandra M Owens
My Commission CC742561
Expires June 6, 2002