



702283

ACCOUNT NO. : 072100000032

REFERENCE : 242704 80790A

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pizots

ORDER DATE : January 30, 1997

ORDER TIME : 11:37 AM

ORDER NO. : 242704-005

CUSTOMER NO: 80790A

8000002074158 --S

CUSTOMER: Ms. Kathy Whitaker
Richard J. Hazen, Esq
227 Pensacola Road

Venice, FL 34285

DOMESTIC AMENDMENT FILING

NAME: VENICE ART CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

*Amended Restated
Articles 2/26/97
DC*

FILED
97 FEB 20 PM 2:42
RECEIVED
97 JAN 30 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

CSC - SUSANA ROMAGOSA

TALLAHASSEE, FL

SUBJECT: VENICE ART CENTER, INC.
Ref. Number: 702283

RESUBMIT

Please give original
submission date as file date.

We have received your document for VENICE ART CENTER, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 097A00005216

RESUBMIT

Please give original
submission date as file date.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VENICE ART CENTER, INC.

FILED
9 FEB 20 PM 2:12
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

The above named corporation upon the proposal of its officers and Board of Directors did unanimously adopt the foregoing Amended and Restated Articles of Incorporation of VENICE ART CENTER, INC., a corporation not-for-profit, organized and existing under the laws of the State of Florida. Pursuant hereto the Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I

The name of this corporation shall be VENICE ART CENTER, INC.

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is 390 South Nokomis Avenue, in the City of Venice, Sarasota County, Florida 34285.

ARTICLE III

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, to stimulate and encourage the appreciation of art in all forms including not only the fine arts but all allied arts, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed 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 II 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.

ARTICLE V

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation has been 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.

ARTICLE VI

The qualifications of members and the manner of their admission shall be provided for in the By-Laws and governed thereby.

ARTICLE VII

The term for which said corporation is to exist shall be perpetual.

ARTICLE VIII

The names and residences of subscribers:

DOROTHEA P. WILSON	- Nokomis
EDWARD LEONARD	- Venice
MILDRED KUZLAKA	- Nokomis
LOUIS SUTER	- Venice

ARTICLE IX

The affairs of the corporation are to be managed by a President, Executive Vice President, Vice President, Secretary, Treasurer, and ten (10) active members who, with the officers name, shall constitute the Board of Directors. The Directors shall be elected by ballot for a term of one year at the Annual Meeting in April of each year as specifically fixed each year by resolution of the Board of Directors (or Executive Committee).

ARTICLE X

The names of the officers who are to serve until the first election:

DOROTHEA P. WILSON, President
EDWARD LEONARD, Vice President
MILDRED KUZLAKA, Manager
LOUIS SUTER, Manager

ARTICLE XI

The By-Laws of the corporation shall be prepared originally by a committee of three (3) members of the Board of Directors appointed for the purpose by the President and the same, when prepared, shall be presented to the Board of Directors and shall be adopted by a vote of not less than two-thirds of the membership of the Board present at such meeting.

ARTICLE XII

The By-Laws may be altered or rescinded by a two-thirds majority of the membership of the Board of Directors present at any meeting when such action for amendment is considered.

ARTICLE XIII

The officers and directors may propose and adopt amendments to these Articles of Incorporation by a two-thirds vote at a meeting called for the purpose.

ARTICLE XIV

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall at no time exceed two-thirds of the value of the property owned by the corporation.

Adopted this 29th day of January, 1997.

Wallace H. Appel
WALLACE H. APPEL, President

June LeJeune
JUNE LeJEUNE, Executive Vice President

I certify the above signatures constitute the signatures of the President and Executive Vice President of Venice Art Center, Inc. and that said amendments have been adopted in accordance with the provisions of the Articles of Incorporation and By-Laws of the corporation.

ATTEST:

Ernest Skinner
ERNEST SKINNER, Vice President

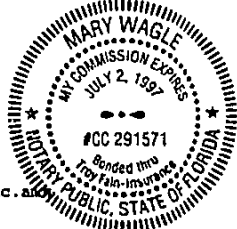
Carol Hanson
CAROL HANSON, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF SARASOTA

29th This instrument was acknowledged before me on January, 1997 by WALLACE H. APPEL, as President, JUNE LEJEUNE, as Executive Vice President, ERNEST SKINNER, as Vice President and CAROL HANSON, as Secretary of VENICE ART CENTER, INC., a Florida not-for-profit corporation who are personally known to me and who did take an oath.



Mary Wagle
NOTARY PUBLIC, STATE OF FLORIDA

kd:wp51\corp\vac.aid

CERTIFICATE

We hereby certify that the Amended and Restated Articles of Incorporation of Venice Art Center, Inc. was validly adopted by the Board of Directors and does not contain any amendments requiring member approval.

Dated this 20th day of February, 1997.

Wallace H. Appel
Wallace H. Appel, President

June LeJeune
June LeJeune, Executive Vice
President

I certify that above signatures constitute the signatures of the President and Executive Vice President of VENICE ART CENTER, INC.

Ernest Skinner
Ernest Skinner, Vice President

Carol Hanson
Carol Hanson, Secretary

STATE OF FLORIDA

COUNTY OF SARASOTA

This certificate was acknowledged before me on February 20th, 1997 by WALLACE H. APPEL, as President, JUNE LeJEUNE, as Executive Vice President, ERNEST SKINNER, as Vice President and CAROL HANSON, as Secretary of VENICE ART CENTER, INC., a Florida not-for-profit corporation, who are personally known to me and who did not take an oath.

Mary Waggle MARY WAGGLE
NOTARY PUBLIC, STATE OF FLORIDA

(SEAL)

