

702283

(Requestor's Name)

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(City/State/Zip/Phone #)

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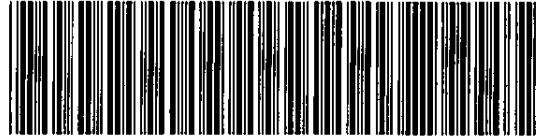
(Business Entity Name)

(Document Number)

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**FILED**  
2009 OCT 26 P 3 48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Avstart  
News  
10-28-09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Venice Art Center, Inc.

**DOCUMENT NUMBER:** 702283

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tonya Sauppe

(Name of Contact Person)

Venice Art Center, Inc.

(Firm/ Company)

390 South Nokomis Avenue

(Address)

Venice, FL 34285

(City/ State and Zip Code)

mary@veniceartcenter.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tonya Sauppe

(Name of Contact Person)

at ( 941 ) 485-7136

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Venice Art Center, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

702283

(Document Number of Corporation (if known))

**FILED**  
2009 OCT 26 P 3 48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Tonya Sauppe

New Registered Office Address:

390 South Nokomis Avenue

(Florida street address)

Venice

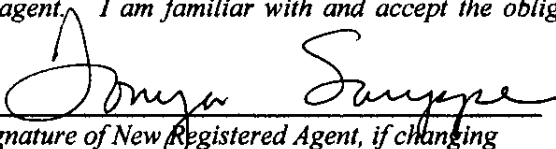
(City)

Florida 34285

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
 (Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
President	Dorthea P. Wilson		<input type="checkbox"/> Add
President	Wallace H. Appel		<input checked="" type="checkbox"/> Remove
			<input checked="" type="checkbox"/> Remove
Vice President	Edward Leonard		<input type="checkbox"/> Add
EX Vice President	Jane Se June		<input checked="" type="checkbox"/> Remove
			<input checked="" type="checkbox"/> Remove
manager	Mildred Kuzbka		<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
manager	Louis Sutter		<input checked="" type="checkbox"/> Remove
Vice President	Ernest Skinner		<input checked="" type="checkbox"/> Remove
Secretary	Carol Hanson		<input checked="" type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
 (attach additional sheets, if necessary). (Be specific)

Article III and IV have been combined into the new Article III.

Former Article V is now Article IV.

Former Article VI is now Article V.

Article VII has been amended slightly and is now Article VI.

Article VIII has been removed.

Article IX has been modified to align with current Bylaws and is now Article VII.

Article X has been removed.

Articles XI and XII have been removed as they relate specifically to the Bylaws.

Article XIII is now Article VIII and has been amended to allow for a majority vote of the

Board to approve amendments rather than a two-thirds vote.

Article XIV has been removed.

A new article (Article IX) has been added regarding the Corporation's registered agent.

The date of each amendment(s) adoption: October 5, 2009  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/5/2009

Signature Tonya Sauppe  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Tonya Sauppe  
(Typed or printed name of person signing)

President  
(Title of person signing)

**Amended and Restated  
Articles of Incorporation  
of  
Venice Art Center, Inc.**

**FILED**  
2009 OCT 26 P 3 48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

**ARTICLE I                      NAME**

The name of the corporation is: Venice Art Center, Inc. (the "Corporation").

**ARTICLE II                      ADDRESS**

The address of the principal office of the Corporation is 390 South Nokomis Avenue, Venice, Florida 34285.

**ARTICLE III                      PURPOSE**

The Corporation is organized exclusively for charitable, scientific, or educational purposes; to stimulate and encourage the appreciation of art in all forms; and for 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. In furtherance of these purposes, the Corporation may:

- (a) Raise funds from the public and from all other sources available; receive and maintain such funds and expend principal and income there from.
- (b) Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein.
- (c) Contract with other organizations for-profit and not-for-profit, with individuals, and with governmental agencies.
- (d) Otherwise operate exclusively for charitable, scientific, or educational purposes, within the meaning of § 501(c)(3) of the Internal Revenue Code, in the course of which operation:
  - i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, 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 herein.

- ii. 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 except as authorized by the Internal Revenue Code.
- iii. Notwithstanding any other provisions 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 § 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE IV                      DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall distribute all of the assets of the Corporation 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 distribute the assets to the federal government, or to a state or local 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 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.

#### **ARTICLE V                      MEMBERSHIP**

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

#### **ARTICLE VI                      DURATION**

The Corporation shall have perpetual existence unless and until it shall be dissolved in accordance with law.

Venice Art Center  
Amended and Restated Articles of Incorporation  
October 5, 2009  
Page 3 of 3

## **ARTICLE VII DIRECTORS**

The board of directors shall at all times consist of at least three (3) directors. The number, qualifications, and manner of election or appointment of directors shall be as set forth in the Bylaws.

## **ARTICLE VIII AMENDMENTS**

These Articles of Incorporation may be amended only by the affirmative vote of a majority of the members of the Board of Directors then serving at the annual meeting or any regular or special meeting of the board; provided that the full text of the proposed amendment shall have been published in or with the notice of the meeting.

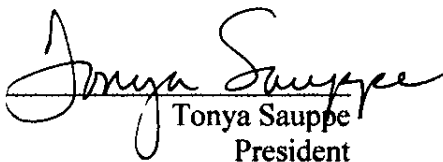
## **ARTICLE IX REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 390 South Nokomis Avenue, Venice, FL 34285. The name of the registered agent at that address is Tonya Sauppe.

I certify that the Amended and Restated Articles of Incorporation of Venice Art Center, Inc. were validly adopted by the Board of Directors and do not contain any amendments requiring member approval.

Dated this 5<sup>th</sup> day of October, 2009.

Venice Art Center, Inc.

By:   
Tonya Sauppe  
President



Venice Art Center  
2009 Board of Directors

Tonya Sauppe  
President

Julie Baxter  
1st Vice President

Jean Trammell  
2nd Vice President

Sonya Myers  
Secretary

Donna Roberts  
Treasurer

Debbie Campbell

Susan Cairo

Jeff Cornell

Carolyn DeAngelis

Bob Haney

Suzanne Havens

Melinda Mudge

Earnie Skinner

Haley Stanish

Tiffany Taylor