

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SARASOTA OPERA ASSOCIATION, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**SARASOTA OPERA ASSOCIATION, INC.**

**A Corporation Not for Profit Under Chapter 617 of the Florida Statutes**

702362

In order to amend and restate the Articles of Incorporation of the Sarasota Opera Association, Inc. (the "Corporation"), in accordance with the provisions of Chapter 617, Florida Statutes, the Corporation's Articles of Incorporation and Bylaws, the Articles of Incorporation of the Corporation are hereby Amended and Restated to read as follows;

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

Sarasota Opera Association, Inc.

The principal address and the mailing address of the corporation shall be:

61 N. Pineapple Avenue  
Sarasota, FL 34236

**II.  
PURPOSE OF CORPORATION**

The purposes for which the corporation is organized are exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any United States Internal Revenue Law (the "Code"). Specifically, the corporation is organized to produce opera; to foster, promote and increase public knowledge and appreciation of opera and similar presentations; to instruct, train and educate both students and the public generally in opera, music, and to rent, acquire for use, or own, maintain, and operate a place or places to accomplish these objectives.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private individuals, 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 the

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purpose clause 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 organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code.

### **III. MEMBERS**

The qualification for Members and the manner of their admission shall be as provided in the bylaws of the Corporation (the "Bylaws").

### **IV. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons, as provided in the Bylaws. The Members of the Corporation shall elect the members of the Board of Directors from a slate of persons selected by the Board of Directors in the manner as provided in the Bylaws. The Members of the Board of Directors may be referred to individually herein and in the Bylaws as Directors or Trustees and collectively as the Board of Directors or Board of Trustees.

### **V. CORPORATE EXISTENCE**

The existence of this Corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the Corporation shall be made according to the terms set forth in Article VIII.

### **VI. BYLAWS**

The Bylaws may be altered, amended, or rescinded only by the Board of Directors in the manner provided in the Bylaws.

### **VII. REGISTERED OFFICE**

The street address of the registered office of the Corporation is 200 South Orange Avenue, Sarasota, FL 34236 and the name of the registered agent of the Corporation at that address is Cross Street Corporate Services, LLC.

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VIII.  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code that is recognized as exempt under Section 501(c)(3) of the Code, or shall be distributed 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 the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforementioned purposes.

IX.  
AMENDMENT

The Board of Directors may amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto by a vote of at least two-thirds (2/3) of the Members of the Board of Directors, in the manner provided in the Bylaws.

This Amendment and Restatement was adopted by the Members and the number of votes cast for this Amendment and Restatement was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these resolutions to be executed by the Chairman of the Board of Directors of the Corporation on April 27, 2015.

SARASOTA OPERA ASSOCIATION, INC.

By: David H. Chaff  
Chairman of the Board of Directors

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

**Cross Street Corporate Services, LLC,**  
a Florida limited liability company

By: Robert W. Benjamin  
Robert W. Benjamin  
As its Vice President

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