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DIVISION OF CORPORATIONS
17 APR 26 PM 4:59

FEB 24 2017

C McNAIR

APR 27 2017
C McNAIR

March 31, 2017

Cheryl R McNair

Department of State
Division of Corporations
Non-profit Corporations
P.O. Box 6327
Tallahassee, FL 32314

17 APR 26 PM 4:58
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Dear Ms. McNair:

I am sending you the revised version of the Amended and Restated Articles of Incorporation of the Art League of Manatee County, Inc., dba ArtCenter Manatee. Said document is enclosed and is meant to restate the entirety of our original and amended articles since 1951. I believe your latest version was filed in 1970.

Our corporation document number is 703439.

Your letter number from your last correspondence is 717A00003669.

The following changes have been made at your request:

- The title of the document was changed to "Amended and Restated"
- Article VII was changed to read "The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested solely in the Board of Directors...."
- Lastly, the date of the vote is listed in the final paragraph with the vote tally as "unanimous".

I trust those changes will allow this to be filed with the State as soon as possible. I request that you send back the second stamped copy for our files.

Please let me know if there is any other information that you need to file this document successfully. Thank you for your assistance.

Sincerely,



Linda Enberg
President, Board of Directors
ArtCenter Manatee
209 9th Street West,
Bradenton, FL 34205

941-773-2625

LindaKenberg@gmail.com

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
ART LEAGUE OF MANATEE COUNTY, INC.**
(In compliance with Chapter 617, F.S. (Not for Profit))

17 APR 26 PM 15 23
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Corporation desires to amend and restate its entirety its Articles of Incorporation, the original Articles having been filed with the Circuit Court of Manatee County on the 21st day of December, AD 1951, as thereafter amended (collectively the Articles of Incorporation).

AMENDMENT

The Articles of Incorporation of the ART LEAGUE OF MANATEE COUNTY, INC. are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of this corporation shall be the *ART LEAGUE OF MANATEE COUNTY, INC.*

ARTICLE II. MAILING ADDRESS & PRINCIPAL OFFICE

The mailing address of the corporation is 209 9th Street West, Bradenton, Florida 34205-8627.

The principal place of business of the corporation is 209 9th Street West, Bradenton, Florida 34205-8627.

ARTICLE III. PURPOSE

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this Corporation is to provide a welcoming, professional environment, educate novice and experienced artists of all ages, provide galleries to exhibit and market original artwork and enhance the visual arts in Manatee County through special events and outreach programs. In carrying out such purpose, the Corporation shall have the power to exercise all rights conferred by the laws of the State of Florida upon not-for-profit corporations.

B. The purposes for the ART LEAGUE OF MANATEE COUNTY, INC. is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. No substantial part of the activities of the Corporations 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

F. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more Organizations in Manatee County, Florida, which themselves are exempt as Organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

ARTICLE IV. INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee or agent, to the fullest extent permitted by law.

ARTICLE V. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of a Board of Directors. The number of the Directors on this Corporation's Board of Directors shall initially be eighteen (18) provided, however, that the number of Directors may be increased or decreased from time to time, as provided in this Corporation's By-laws. Such Directors are to be elected or appointed in the manner provided for by the Corporation's By-laws.

ARTICLE VI. MEMBERS

Membership is open to all who desire to take part in or support its activities. They may be admitted to membership by application and payment of dues as prescribed by the Board of Directors. Memberships may have various classifications, qualifications and privileges as determined in the Bylaws.


ARTICLE VII. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested solely in the Board of Directors by a majority vote of the Board of Directors.

ARTICLE VIII. REGISTERED AGENT AND STREET ADDRESS

The name and address of this corporation's initial registered office shall be Carla Nierman, whose address is 209 9th Street West, Bradenton, Florida 34205.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on February 22, 2017 following unanimous approval on February 21, 2017 of the Board of Directors of the Art League of Manatee County, Inc., in accordance with Article VII of this document.


Linda Enberg, as President


Carol Krah, as Secretary



April 25, 2017

Cheryl R. McNair
Regulatory Specialist II
Division of Corporations
Office of Corporations

Cheryl.McNair@dos.myflorida.com

850-245-6838

P.O. Box 6327

Tallahassee, FL 32314

Dear Ms. McNair,

In regards to the updated Restated and Amended Articles of Incorporation for the Art League of Manatee County, Inc. recently filed with the State, I accept my duties and responsibilities as the Registered Agent for the Art League as stated. Please continue to file accordingly. Ref. Number 703439. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Carla Nierman". The signature is fluid and stylized, with a long horizontal flourish extending to the right.

Carla Nierman

Executive Director
Art League of Manatee County, Inc.

carla@artcentermanatee.org

941-746-2862

209 9th Street West

Bradenton, FL 34205