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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 25, 2015

TRACY A. WAGNER  
RINGLING COLLEGE OF ART AND DESIGN, INC  
2700 N. TAMIAMI TRAIL  
SARASOTA, FL 34234

SUBJECT: RINGLING COLLEGE OF ART AND DESIGN, INC.  
Ref. Number: 705654

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

Letter Number: 015A00013350

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RESTATED AND AMENDED ARTICLES OF INCORPORATION

ARTICLE I  
NAME

The name of the corporation shall be RINGLING COLLEGE OF ART AND DESIGN, INC.

ARTICLE II  
OBJECTS, PURPOSES AND POWERS

(a) The objects and purposes for which this corporation exists are to establish, conduct, operate, and maintain a higher education institution of instruction in professional, semi-professional, artistic, technical, fine arts, and applied arts field, and other subjects appertaining or relating thereto.

(b) To create and maintain an endowment fund to which any person, association, firm or corporation may contribute and all such funds shall be invested in securities authorized by law as investments for fiduciaries, and the net income, revenue, or proceeds from such endowment fund shall be used for the operation and maintenance of the institution. Likewise, the corporation shall have authority to acquire by gift or purchase any property which shall be utilized with and in furtherance of the purposes of the institution.

(c) To do and perform all other acts and things necessary or proper to carry out the purposes of this corporation.

(d) The corporation shall have all powers granted to Florida corporations not for profit by the Florida Not For Profit Act as the same may provide from time to time.

(e) The institution shall have power to establish courses of study, and award degrees and honors upon completion of the prescribed courses; and it shall also have power to award honorary degrees.

ARTICLE III  
MEMBERSHIP

Membership of the corporation shall consist of the members of the Board of Trustees as hereinafter provided.

ARTICLE IV  
TERM

The corporation shall have perpetual existence.

ARTICLE V  
MANAGEMENT OF AFFAIRS OF THE CORPORATION

(a) The government and management of the affairs of the corporation shall be vested in a Board of Trustees of not less than three (3) persons. The maximum number of persons who may be elected to the Board of Trustees shall be provided in the By-Laws of the corporation, as may be

amended from time to time and by such officers as may be elected by the Board of Trustees as provided in the By-Laws.

(b) The Board of Trustees shall be responsible for achieving the specific objects of the institution as determined from time to time and for determining policies in respect thereto; it shall always consist of a majority of persons who are not or have never been practicing professional artists; shall have specific power to elect its succeeding members; to elect additional members subject to the limitations herein provided.

(c) The term of members of the Board of Trustees shall be (3) three years. Members of the Board of Trustees shall have the power to succeed themselves. As near a mathematical one-third (1/3) as possible of the Board of Trustees shall be elected each year in order that the expiration of the terms of such members shall be staggered.

(d) The corporation shall meet at least annually at a place and date to be determined by the Chair of the Board of Trustees.

(e) Management of the corporation and the institution shall be vested in the President and other corporate officers, as provided in the By-Laws, who shall carry into execution such objects and policies as may be determined by the Trustees.

ARTICLE VI  
BY-LAWS

The By-Laws of the corporation may be made, amended, or rescinded at any regular meeting or at any special meeting called for that purpose of the Board of Trustees by a two-thirds vote of the members present.

ARTICLE VII  
AMENDMENT OF CHARTER

The Charter of the corporation may be amended in the same manner as herein provided for amendment of the By-Laws, subject to approval of the Secretary of State.

ARTICLE VIII  
INDEBTEDNESS

The amount of indebtedness or liability which the corporation shall at any time subject itself shall not be limited.

ARTICLE IX  
REAL ESTATE

The corporation may hold real estate without limit to its value.

**ARTICLE X**  
**NON-PROFIT STATUS**

No part of the properties or net earnings of the institution shall inure to the benefit of any member thereof, nor shall the corporation carry on propaganda or otherwise attempt to influence legislation or participate in any manner in any political campaign. Upon possible dissolution of this corporation, no part of its assets shall inure to the benefit of its members; rather, such assets shall be distributed to one or more organizations which are contemplated by the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect and by the Florida Not For Profit Act.

**ARTICLE XI**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address and mailing address of the principal office of the corporation is 2700 North Tamiami Trail, Sarasota, FL 34234. The registered agent of the corporation is Ms. Tracy A. Wagner with an office at 2700 North Tamiami Trail, Sarasota, FL 34234.

This Restated and Amended Articles of Incorporation was approved by unanimous vote of the Board of Trustees of the Corporation at a regularly called meeting at which a quorum was present on February 12th, 2015.

IN WITNESS HEREOF, the undersigned President of this corporation not for profit has executed on behalf of the corporation this Restated and Amended Articles of Incorporation this 12<sup>th</sup> day of February 2015.

Ringling College of Art and Design, Inc.

By: 

Dr. Larry R. Thompson, President