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BASIC AMENDMENT

GULF COAST COMMUNITY FOUNDATION OF VENICE, INC.

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GULF COAST COMMUNITY FOUNDATION OF VENICE, INC.**

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: Gulf Coast Community Foundation of Venice, Inc. (the "Corporation").

ARTICLE II ADDRESS

The address of the principal office of the Corporation is 601 Tamiami Trail South, Venice, Florida 34285.

ARTICLE III PURPOSE

The Corporation is organized exclusively for charitable, scientific or educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Internal Revenue Code"), and, 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) Establish, operate, promote, or make grants for various programs designed to fulfill the charitable, educational, scientific, religious, and cultural needs of the city of Venice and the surrounding communities.
- (c) Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein.
- (d) Contract with other organizations for-profit and not-for-profit, with individuals, and with governmental agencies.
- (e) 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:

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- 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 MEMBERSHIP

The Corporation shall not have members.

ARTICLE V DURATION

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

ARTICLE VI 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.

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ARTICLE VII 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 of 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 VIII REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 601 Tamiami Trail South, Venice, Florida 34285. The name of the registered agent at that address is Teri A. Hansen.

ARTICLE IX 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 21st day of October 2003.

GULF COAST COMMUNITY FOUNDATION OF VENICE, INC.

By 
Teri A. Hansen
President and Chief Executive Officer

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**CERTIFICATE OF AMENDMENT
AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
GULF COAST COMMUNITY FOUNDATION OF VENICE, INC.**

The accompanying Amended and Restated Articles of Incorporation of Gulf Coast Community Foundation of Venice, Inc. contains two amendments to the Articles of Incorporation. The Corporation does not have any members. The following information is submitted in accordance with Sections 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act.

FIRST: The name of the corporation is Gulf Coast Community Foundation of Venice, Inc. (The "Corporation").

SECOND: The following amendments to the Articles of Incorporation were adopted by the Board of Directors of the Corporation in the manner prescribed by the Florida Not For Profit Corporation Act:

A. Article III, Purpose has been amended to delete subparagraph (a), which dealt with operating a blood bank, and to renumber the following subparagraphs of Article III.

B. Former Article VIII is amended to state the name and address of the Corporation's current registered agent.

THIRD: The foregoing amendments and the accompanying Amended and Restated Articles of Incorporation were adopted in accordance with the Florida Not For Profit Corporation Act by not less than a majority of the Corporation's Board of Directors on October 21, 2003, there being no members.

GULF COAST COMMUNITY FOUNDATION OF VENICE, INC.


Teri A. Hansen
President and Chief Executive Officer

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