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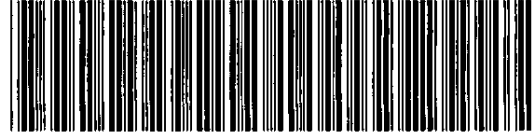
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# Keith L. McCormick

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May 13, 2010

Amendment Section  
Attn: Thelma Lewis  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Lewis:

RE: Revised Amended Articles  
Vero Beach Art Club, Inc.

As we discussed on the phone Wednesday, May 12<sup>th</sup>, enclosed are the Revised Articles of Amendment for the Vero Beach Art Club, Inc. containing the proper reference in Article IV to IRS Section 501(c)(3) rather than subsection (6).

Also enclosed, please find the Department "Cover Letter" specifying the incorrect statement of the November 2009 filing.

Please file the Amendments as requested and return to me two (2) **certified** copies of the newly filed Articles of Incorporation. I enclose herewith a check for \$52.50 for services. If there are any problems or questions, please contact me at the above phone number before returning the whole package without filing. Thanking you, I remain,

Sincerely,



Keith L. McCormick  
Attorney at Law

/enclosures

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RESTATED ARTICLES OF INCORPORATION  
OF  
VERO BEACH ART CLUB, INC.

WHEREAS Vero Beach Art Club, Inc., a Florida corporation not for profit, was incorporated and has functioned continuously under Charter decree dated June 18, 1954; and

WHEREAS, reincorporation of this corporation was authorized by a meeting of its members regularly called on January 4, 1965, and its Articles of Reincorporation were filed with the Department of State, State of Florida, on March 25, 1965; and

WHEREAS, reincorporation of this corporation was authorized by a meeting of its members regularly called on May 5, 1994, and its Articles of Reincorporation were filed with the Department of State, State of Florida, on November 17, 1994; and

WHEREAS, Vero Beach Art Club, Inc. now desires to amend its Articles of Incorporation in their entirety; and

WHEREAS, these Amended Articles of Incorporation have been approved by a Resolution adopted by a two-thirds vote of the members at a regular meeting of the Vero Beach Art Club, Inc., held on November 5, 2009, all in accordance with the requirements of Article XI – Changes – Charter of the Certificate of Reincorporation previously approved and filed in further compliance with Sections 617.1002 and 617.1007, Florida Statutes (2008);

NOW, THEREFORE BE IT RESOLVED, in consideration of the premises herein contained and pursuant to a Resolution duly approved by the Board of Directors, and further, approved by a vote of the membership after notice thereof, the Amended Articles of Incorporation of Vero Beach Art Club, Inc., a Florida corporation not for profit are hereby amended and in their entirety, to-wit:

**RESTATED    ARTICLES OF INCORPORATION**  
**OF**  
**VERO BEACH ART CLUB, INC.**

**Article I – NAME**

The name of this corporation shall be: Vero Beach Art Club, Inc.

**Article II - PRINCIPAL OFFICE**

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

Vero Beach Art Club, Inc  
3001 Riverside Park Avenue  
Vero Beach, FL 32963-1874

**Article III - REGISTERED AGENT AND ADDRESS**

The name address of the registered agent is:

Joyce Kindel  
1131 7th Avenue  
Vero Beach, FL 32960

**Article IV - PURPOSE**

The purpose for which the Corporation is organized is to further the interests of area artists and to encourage the appreciation of their work in Vero Beach and the Indian River area and vigorously to pursue activities, including, but not limited to, meetings, exhibitions, and educational opportunities, which will advance these objectives.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as amended (or corresponding section of any future federal tax code). The Corporation is organized exclusively as a nonprofit corporation for the purpose of promoting the above goals within the parameters allowed under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In furtherance of such purpose, the Corporation is authorized to exercise all powers and rights that are or may be authorized by the laws of the State of Florida for non-profit corporations now or hereafter enacted.

**Article V -OFFICERS AND DIRECTORS**

- A.     **BOARD OF DIRECTORS** – The corporation shall be managed by a Board of Directors consisting of nine members and will include the President, Vice-President, Recording Secretary, and Treasurer. The remaining five directors shall be elected from the membership at large. The President shall serve as Chairman of the Board of Directors.

The Board of directors shall supervise all corporate policies and empower the officers to execute same.

- B. OFFICERS – The following officers shall be established: President, Vice-President, Recording Secretary, and Treasurer.
- C. ELECTIONS – Elections for all officers and directors shall be held in accordance with provisions established in the bylaws.

#### **Article VI - MEMBERSHIP**

Any person evidencing an interest in the charitable objectives of the corporation and the purposes for which it has been organized shall be eligible for membership. No person shall be denied membership by reason of race, creed, color, ethnicity, or for religious reasons. The membership shall consist of such classifications as may be provided for in the By-Laws without reference to race, creed, color, ethnicity, or for religious reasons of potential members.

#### **Article VII - DURATION AND DISSOLUTION**

This corporation term shall continue for such time until the affairs of the corporation are terminated by winding up and dissolution of the corporation under the laws of the State of Florida.

Upon the dissolution of the Corporation, assets shall be distributed by the board of directors for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax 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 District Court 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 VIII – INITIAL SUBSCRIBERS**

The names and residences of the initial subscribers to the original corporation are:

T.A. PEEBLES	Vero Beach, FL
PETER A. LUNDQUIST	Vero Beach, FL
J.H. COON	Vero Beach, FL
MRS. MARK JEFFERSON	Vero Beach, FL
MRS. HARRY DAMERON	Vero Beach, FL
MRS. J.L. HUTCHISON	Vero Beach, FL
ELENA K. MEAD	Vero Beach, FL
MARTIN HOAG	Vero Beach, FL
W.E. SEXTON	Vero Beach, FL

#### **Article IX– INDEBTEDNESS**

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than the sum of one million dollars (\$1,000,000.00).

#### Article X- VALUE OF REAL ESTATE

The amount in value of the real estate which this corporation may hold shall be two million dollars (\$2,000,000.00).

#### Article XI - CONFLICT OF INTEREST

The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Article IV hereof.

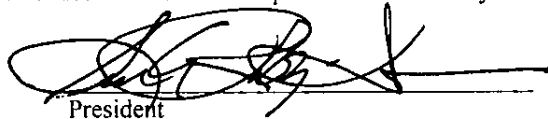
No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

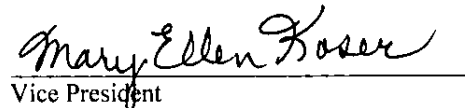
Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

#### Article XII- AMENDMENT OF ARTICLES OF INCORPORATION

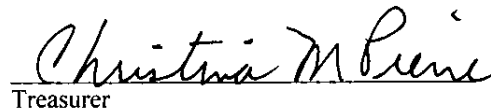
These amended Articles of Incorporation may be amended by resolution adopted by a two-thirds vote of the members at any regular meeting of the Club, provided that such changes have been read at a previous membership meeting and notices of the vote sent to members by at least electronic means (email), if the members have indicated to the corporation they have such capability, or posted on the corporation website for thirty (30) days, or other wise by ordinary mail sent at least thirty days in advance stating that changes to the Articles of Incorporation will be voted on at the coming meeting, and are in compliance with the laws of the State of Florida applicable to corporations not for profit.

The undersigned have executed these Amended Articles of Incorporation this 13<sup>th</sup> day of May, 2010.

  
President

  
Vice President

  
Recording Secretary

  
Treasurer