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GUNSTER, YOAKLEY

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE SOCIETY OF THE FOUR ARTS, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**THE SOCIETY OF THE FOUR ARTS, INC.**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: The Society of the Four Arts, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

**CERTIFICATE**

It is hereby certified that:

This amendment and restatement of the Articles of Incorporation was approved by the members of the Corporation at a special meeting of the members on March 20, 2009 pursuant to the provisions of Section 617.1002 and the number of votes cast in favor of the amendment and restatement was sufficient for approval in accordance with Articles of Incorporation of the Corporation.

Executed on March 20, 2009

**THE SOCIETY OF THE FOUR ARTS, INC.**

BY: 

Ervin S. Duggan, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE SOCIETY OF THE FOUR ARTS, INC.  
A Florida Not For Profit Corporation**

*Pursuant to the provisions of Section 617.1002 and 617.1007, Florida Statutes, this Florida not-for-profit corporation adopts the following Amended and Restated Articles of Incorporation:*

**ARTICLE I      NAME**

The name of the corporation shall be: The Society of the Four Arts, Inc.

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

2 Four Arts Plaza  
Palm Beach, FL 33480

**ARTICLE III      PURPOSES**

1. The Corporation is organized to: encourage and cultivate a taste for music, literature and other arts; to give or cause to be given in the Palm Beaches and elsewhere, presentations, concerts and other entertainments, to acquire all necessary material for use in connection with the giving of such presentations, concerts and other entertainments; to bring into communication with each other all those who desire to elevate the standard of the arts and generally to do any and all things that might or could foster, promote and create the enjoyment of the arts; and in order to effect any or all of the foregoing to purchase and hold real estate and to erect, maintain, purchase or rent one or more buildings or other improvements, all or any part of the foregoing may be done in such manner and form and upon such terms and conditions as the By-Laws of the Corporation shall provide, subject to the limitations in these Articles of Incorporation, in the laws of the state of Florida and in the laws of any other state or political subdivision where the Corporation may operate. The Corporation is not-for-profit and is organized and shall be operated exclusively for the charitable, literary, or educational purposes as described in 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 "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director (trustee) or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director (trustee) or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

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3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. The Corporation shall not discriminate, or permit discrimination by its officers, employees or agents, on the basis of race, color, religion, age or national origin.

6. Upon the dissolution of the Corporation, the Board of Directors, who shall also be known as the Board of Trustees, will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors (Trustees) of the Corporation shall determine. In making such determination, the Board of Directors (Trustees) shall give preference to cultural organizations.

#### **ARTICLE IV BOARD OF DIRECTORS (TRUSTEES)**

The manner in which trustees are elected or appointed to the Board of Directors (Trustees) and the provisions governing the Board of Directors (Trustees) shall be as provided in the By-Laws.

#### **ARTICLE V MEMBERSHIP**

The Corporation shall have members. The provisions governing the members of the Corporation shall be as provided in the By-Laws.

#### **ARTICLE VI REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

Ervin S. Duggan  
2 Four Arts Plaza  
Palm Beach, FL 33480

*Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, Ervin S. Duggan is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.*

  
Ervin S. Duggan

Date: March 26, 2009

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ARTICLE VII AMENDMENT

These Articles may be altered or amended by the members at any Annual or special meeting of the members by a two-thirds (2/3) vote of the members present in person or by proxy and entitled to vote, or at any regular or special meeting of the Board of Directors (Trustees) by a two-thirds (2/3) vote of the directors (trustees) present.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 20th day of March 2009.

BY: 

Ervin S. Duggan, President

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