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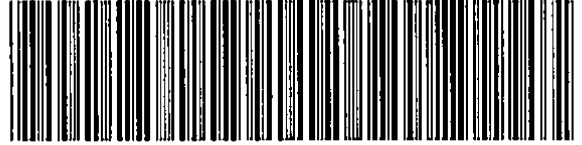
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DEPT OF CORPORATIONS
20 MAY 11 PM 2:29

Amended & Restated

JUN 03 2020

D CUSHING

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Gulf Coast Heritage Association, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee.
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Wendy Deming

Name (Printed or typed)

811 South Palm Avenue

Address

Sarasota, FL 34236

City, State & Zip

9412100913

Daytime Telephone number

wdeming@selby.org

E-mail address: (to be used for future annual report notification)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009-11-11 PM 2:20

NOTE: Please provide the original and one copy of the document.

**Amended and Restated
Articles of Incorporation
of
Gulf Coast Heritage Association, Inc.
a Florida not-for-profit Corporation**

Dated May 1, 2020

SECRETARY
DIVISION OF CORPORATIONS
20 MAY 11 PM 2:29

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 Heritage Association, Inc. (the "Corporation").

ARTICLE II Address

The address of the principal office and the mailing address of the Corporation is 900 South Palm Avenue, Sarasota, FL 34236.

ARTICLE III Purpose

- A. The Corporation is organized and shall be operated exclusively for charitable 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) (hereinafter, the "Code") by conducting or supporting activities exclusively for the benefit of, to perform the functions of, or to carry out the charitable purposes of The Marie Selby Botanical Gardens, Inc. ("Selby Gardens"), a Florida corporation not for profit, or its successor, so long as Selby Gardens remains a "qualified organization," as defined herein. In the event Selby Gardens ceases to be a "qualified organization," the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more "qualified organizations" which are (i) organized and operated for purposes similar to those of Selby Gardens and/or (ii) supported by Selby Gardens, as shall be selected by the Board of Directors of the Corporation. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code.
- B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (the "Act"), as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.

- D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V Registered Office and Agent

The street address of the registered office of the Corporation is 900 South Palm Avenue, Sarasota, FL and the name of the registered agent of the Corporation at that address is Jennifer O. Rominiecki.

ARTICLE VI Members

The sole member of the Corporation shall be The Marie Selby Botanical Gardens, Inc. The following actions may be taken only by or with the approval of the member: (i) election of directors, (ii) removal of any director; (iii) adoption of any amendment to the Articles of Incorporation or Bylaws; (iv) merger of the Corporation; (v) sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; (vi) voluntary dissolution of the Corporation; and (vii) adoption of a plan of distribution of the assets of the Corporation upon dissolution. The member shall have such other voting rights as may be

provided in the Bylaws of the Corporation.

ARTICLE VII Directors

The board of directors shall at all times consist of at least three directors. The number, qualifications, and manner of election or appointment of directors shall be as set forth in the Bylaws.

ARTICLE VIII Bylaws

- A. The Board of Directors of this Corporation has adopted such Bylaws for the conduct of its business and the carrying out of its purposes as they deemed necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.
- B. The power to alter, amend or repeal Bylaws are as provided in the Bylaws of the Corporation.

ARTICLE IX Amendment to Articles

These Articles of Incorporation may be amended only by or with the approval of the sole member of the Corporation.

ARTICLE X Dissolution

- A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for charitable purposes to Selby Gardens, or its successor if Selby Gardens is then a "qualified" organization, as defined in this Article. If Selby Gardens is not then a "qualified" organization, such assets shall be distributed to such "qualified" organization or organizations as the Board shall determine. An organization is a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is organized and operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.
- B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation

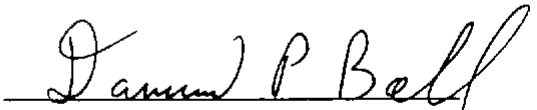
is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for the aforesaid purposes of the Corporation or to such one or more "qualified" organizations as said court shall determine.

ARTICLE XI Indemnification


The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 16 day of April, 2020.

Approved by the Board of Directors of Gulf Coast Heritage Association, Inc
Thursday, April 16, 2020


Daniel Pat Ball, President

Approved by the Board of Trustees of the sole member, The Marie Selby Botanical Gardens, Inc.
Friday, April 17, 2020


Jennifer O. Rominiecki, President

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Attached.

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s)

(CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

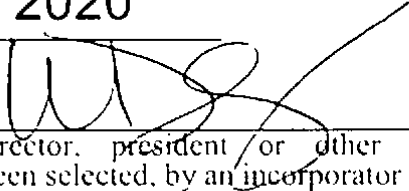
Effective date, if other than the date of filing: May 1, 2020. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: May 1, 2020

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Wendy Deming

(Typed or printed name of person signing)

Secretary

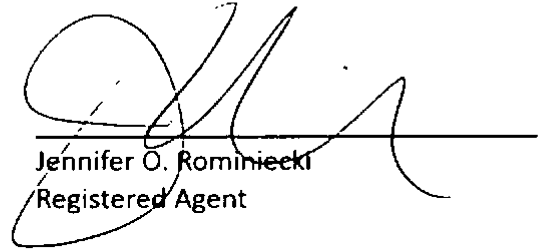
(Title of person signing)

Gulf Coast Heritage Association, Inc.
Amended and Restated Articles of Incorporation
May 1, 2020
Page 5 of 5

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



Jennifer O. Rominiecki
Registered Agent