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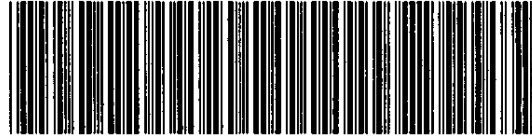
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FILED
2018 APR 30 P 4 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 03 2018
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Crowley Museum & Nature Center, Inc.

DOCUMENT NUMBER: 730041

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan K. Flynn, Esq.

(Name of Contact Person)

Bon Eau Enterprises, LLC

(Firm/ Company)

8131 Lakewood Main St., Suite M204

(Address)

Lakewood Ranch, FL 34202

(City/ State and Zip Code)

skf@beellc.net

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

For further information concerning this matter, please call:

Susan K. Flynn, Esq.

941

210-7213

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Crowley Museum & Nature Center, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

730041

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

PUSAN K. FLYNN, Esq.

8211 - 241st St., E

(Florida street address)

New Registered Office Address:

Myakka City
(City)

Florida 34251
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Pusan K. Flynn

Signature of New Registered Agent, if changing

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2018 APR 30 P 12 29
DEPT. OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

Amended and Restated Articles of Incorporation are attached.

[illegible]

April 21, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 21, 2018 _____

Signature Susan K. Flynn
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Susan K. Flynn, Esq.

(Typed or printed name of person signing)

Chair-Elect to the Board of Directors

(Title of person signing)

**CROWLEY MUSEUM & NATURE CENTER, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION
A FLORIDA CORPORATION NOT FOR PROFIT**

These Amended and Restated Articles of Incorporation, which did not require member approval pursuant to Article IX of the Corporation's original Articles of Incorporation and Florida law, were approved by an affirmative vote of two-thirds of the Board of Directors at a regular annual meeting of the Corporation on April 21, 2018.

**ARTICLE I
NAME**

The name of the corporation is **CROWLEY MUSEUM & NATURE CENTER, INC.** (the "Corporation"). It is organized under the Florida Not for Profit Corporation Act (the "Act").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and mailing address of the Corporation is as follows:

Crowley Museum & Nature Center, Inc.
16405 Myakka Road
Sarasota, FL 34240.

**ARTICLE III
PURPOSES AND POWERS**

3.1 Purposes. The Corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code") which include, but are not limited to, funding, administering, implementing, operating and assisting programs that:

- a) Hold, protect and maintain certain lands located in Old Myakka, Florida for their preservation and for the protection of wild-life and plant-life;
- b) Provide a museum, nature center, wild-life and plant-life sanctuary for educational and scientific purposes.
- c) Provide facilities and programs that will further the understandings of the pioneer period and the natural history of Southwest Florida

- d) Provide limited compatible development consistent with maintaining the property in a preserved state while protecting the local flora and fauna.
- e) Do all things necessary and incidental to the above.

The Corporation's assets and earnings shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto.

- 3.2 Powers: In General. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purpose for which the corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes, The powers of the corporation may include but are not limited to the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions. The Corporation shall have all the powers and authority as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3.1 above.

ARTICLE IV LIMITATIONS

- 4.1 The Corporation shall not have the power to convey, lease, or otherwise encumber the assets of the Corporation except in accordance with the restrictions provided in the original land deed.
- 4.2 The Corporation shall not issue stock, nor pay dividends;
- 4.3 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members (if any), 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 Article III.
- 4.4 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.
- 4.5 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 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 Code or corresponding section of any future federal tax code.

- 4.6 It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provision of Section 501(c)(3) of the Internal Revenue Code as amended, and its regulations as they now exist, or they may hereinafter be amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the Corporation.

ARTICLE V MEMBERS

- 5.1 Qualification. The members of the Corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.
- 5.2 Other Members. The Bylaws of the Corporation may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.
- 5.3 Admission. Members shall be admitted in the manner determined in the Bylaws.
- 5.4 Terms. The terms of membership of members shall be established in the Bylaws.
- 5.5 Rights. Each member shall be entitled to one vote at meetings of the members of the Corporation, but no member of the Corporation shall have any vested right, privilege or interest of, in or to the assets, functions, affairs or franchise of the Corporation, or any right, interest or privilege which may be transferable or inheritable or which shall continue if the member's membership ceases or while the member is not in good standing.
- 5.6 Termination. Membership shall be terminated in the manner provided in the Bylaws.
- 5.7 Meetings. Meetings of members may be called in the manner provided in the Bylaws.

ARTICLE VI DIRECTORS AND NON-EXECUTIVE OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation.

- 6.1 Number of Directors. The Board shall have the authority to set the exact number of Board members as may be required from time to time. The Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) directors.

6.2 Term; Removal; Vacancies.

- a. The members of the Board of Directors shall hold office for such terms as provided in the Bylaws of the Corporation and until their successor have been elected and qualified or until their earlier resignation, removal from office, inability to act or death;
- b. The removal from office of a member of the Board of Directors shall be determined in the Bylaws.
- c. Vacancies of directors shall be filled by procedures as outlined in the Bylaws.

6.3 Executive Committee. The authority of the board of directors may, subject to the limitations of the Act and any limitations imposed in the Bylaws, be exercised by an executive committee between meetings of the board of directors. The executive committee shall consist of directors and shall be established in the manner provided in the Bylaws.

**ARTICLE VII
EXECUTIVE OFFICERS**

7.1 Executive Officers. Subject to the authority and direction of the board of directors, the affairs of the Corporation shall be managed and administered by a President and any such other executive officers as the board of directors shall from time to time deem desirable. The President shall be the Chief Executive Officer of the Corporation. No executive officers shall serve as members of the board of directors.

7.2 Election. The President shall be appointed by the board of directors, and the President shall appoint other executive officers, in the manner provided in the Bylaws.

**ARTICLE VIII
BYLAWS**

The board of directors of the Corporation shall make and adopt Bylaws for the Corporation. The board of directors of the Corporation shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

**ARTICLE IX
DIRECTORS' AND OFFICERS' COMPENSATION**

Directors of the Corporation shall not receive compensation, directly or indirectly, for their services as directors. This prohibition shall not preclude reimbursement of a director or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

**ARTICLE X
AMENDMENT**

- 10.1 Notice of Amendments. Notice of the subject matter of a proposed amendment to these Articles shall be included in the notice of the meeting at which a proposed amendment is considered.
- 10.2 Procedure. These Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3's) of the Board of Directors of the Corporation who shall be the members at a regular annual meeting of the corporation or at a special meeting called for that purpose.
- 10.3 Effective Date. Any amendment approved by the Board of Directors shall be effective upon filing with the Secretary of State as provided by law.

**ARTICLE XI
TERM; DISSOLUTION**


The Corporation shall have perpetual existence. In the event of dissolution, all of the remaining assets and property of the Corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the Corporation, shall be distributed in accordance with the restrictions on the deed to the land and to such other organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the 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 a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

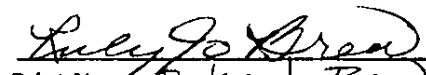
**ARTICLE XII
MISCELLANEOUS**

- 12.1 Contributions. The Corporation may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Corporation, provided, however, that gifts shall be subject to acceptance by the Corporation in the manner provided by the board of directors.
- 12.2 Amendment and Restatement Approval. These Amended and Restated Articles of Incorporation have been approved by the board of directors of the Corporation and do not require any further approvals.

12.3 Historical Note. The names and residences of the original incorporators of the Corporation are: Edina K Truchot, Sarasota, Florida; William B. K. Crowley, Sarasota, Florida; and Mrs. Lawrence Mattson, Sarasota, Florida.

Dated: April 21, 2018

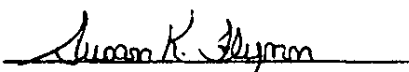

Print Name: Dixie Resnick
Chairperson of the Board


Print Name: Ruby Jo Brad
Secretary of the Board

REGISTERED AGENT INFORMATION

The street address of the Corporation's registered office is Susan K. Flynn, Esq., 8211 – 241st St., E, Myakka City, FL 34251 and the name of its registered agent at that address is Susan K. Flynn, Esquire. Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that he is familiar with and accepts obligations of the position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated: April 21, 2018


Susan K. Flynn, Esquire
Registered Agent for the Corporation

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