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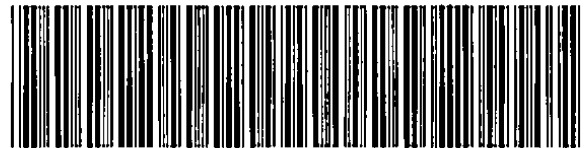
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DEC 1 2020

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VENICE SYMPHONY, INC.**

(A Florida Not-for-Profit Corporation)

Pursuant to Section 617.1007, Florida Statutes, The Venice Symphony, Inc., a Florida not-for-profit corporation (the "**Corporation**"), by its undersigned Chair of the Board of Trustees, has adopted the following Amended and Restated Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of the Corporation is:

The Venice Symphony, Inc.

The principal address and the mailing address of the Corporation are:

1515 S. Tamiami Trail, Suite 7
Venice, Florida 34285

**II.
PURPOSES**

The purposes for which the Corporation is organized are exclusively for charitable, 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law.

The general nature, objects, and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural, or other charitable purposes, including:

(a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are consistent with its purposes; or

(b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of

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THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

Trustees, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to make 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 or 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 any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

The specific nature, objects, and purposes of the Corporation are to provide a standard of music appreciation within its community that integrates quality musical performances, unique educational opportunities, and accomplished musicians to enrich the experiences of the community.

III. MEMBERS

The Corporation does not have members as that term is used in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

IV. BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a "Board of Directors", as that term is defined in Section 617.01401 of the Florida Statutes, which shall be referred to as the Corporation's "**Board of Trustees.**" The number and method of election of Board of Trustees shall be as stated in the Bylaws. The Board of Trustees shall be the governing body of the Corporation and shall have all the requisite power and authority over the business and affairs of the Corporation.

V. OFFICERS

All officers of the Corporation, as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Trustees.

VI.
CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual, until dissolved in accordance with the Bylaws.

VII.
BYLAWS

The Board of Trustees shall provide Bylaws for the Corporation consistent with these Amended and Restated Articles of Incorporation as they deem necessary (the “Bylaws”), and may from time to time amend, alter, or rescind the Bylaws in the manner provided in the Bylaws.

VIII.
AMENDMENT TO ARTICLES

The Board of Trustees may amend, alter, change, or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, by a majority vote of the Trustees then in office.

IX.
REGISTERED OFFICE

The street address of the registered office of the Corporation is 1515 S. Tamiami Trail, Suite 7, Venice, Florida 34285, and the name of the registered agent of the Corporation at that address is Christine Kasten.

X.
DISTRIBUTION UPON DISSOLUTION

The Corporation may be dissolved as provided in the Bylaws, at a meeting duly called for that purpose. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the 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 disposed of shall be disposed of by the Circuit 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.

The Corporation does not have members or does not have members entitled to vote on these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were approved and adopted by the Board of Trustees on September 29, 2020.

IN WITNESS WHEREOF, the undersigned Chair of the Board of Trustees of the Corporation has executed these Amended and Restated Articles of Incorporation this 30 day of October 2020.

Debra Benedict

Debra Benedict

As its Chair of the Board of Trustees

ACCEPTANCE OF REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of the Corporation, to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

Christine Kasten

Christine Kasten

Registered Agent