

737150

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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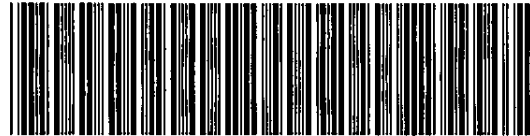
(Business Entity Name)

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14 FEB 27 PM 4:07

Restated Art
cc/cus
@ 2/27/14



RIVERSIDE THEATRE

February 21, 2014

State of Florida
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Letter #014A00003279, Ref # 737150

Dear Ms. Albritton,

Please find enclosed the Restated and Amended Articles of Incorporation as adopted by the Riverside Theatre Board of Trustees on January 27, 2014. On the last page of the document you will find the signed certification that states the Articles were adopted by the Board of Directors by a majority of the votes.

Please feel free to call with any questions. Thank you for your help in this matter.

Sincerely,

Patti Rooney
Controller



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2014

RIVERSIDE THEATRE, INC.
% PATTI ROONEY
3250 RIVERSIDE PARK DRIVE
VERO BEACH, FL 32963

SUBJECT: RIVERSIDE THEATRE, INC.
Ref. Number: 737150

We have received your document for RIVERSIDE THEATRE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 014A00003279

RECEIVED
14 FEB 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT

OF

RIVERSIDE THEATRE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 FEB 27 PM 4:00

Pursuant to the provisions of Section 617.1007, Florida Statutes, RIVERSIDE THEATRE, INC., a Florida corporation not for profit, hereby adopts the following Restated and Amended Articles of Incorporation. The original Articles of Incorporation were filed and approved on October 26, 1976; amended by an Amendment to Articles of Incorporation filed and approved on December 24, 1992; further restated and amended on January 29, 2001; and further restated and amended on January 27, 2014 so as to read in their entirety as follows:

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

OF

RIVERSIDE THEATRE, INC.

ARTICLE I – NAME

The name of the corporation shall be RIVERSIDE THEATRE, INC., a Florida Corporation not for profit.

ARTICLE II – PURPOSES

This corporation is organized exclusively to support and foster interest in the theatre's programs and productions, to assist the theatre in achieving its objectives through talent, services and financial aid, to broaden the base of community interest and involvement in the theatre and to raise the standards of cultural opportunity.

ARTICLE III – POWERS

This Corporation shall have the following powers:

- A. All powers necessary or convenient to effect any or all purposes for which this Corporation is organized, and to include such corporate powers as are granted in Chapter 617, Florida Statutes, and all amendments subsequent thereto. Responsibility for the business and property of the Corporation shall be vested in the Board of Trustees who may exercise all such powers of the Corporation and do all such lawful acts and things in a manner consistent with the Bylaws, Articles

of Incorporation, Chapter 617, Florida Statutes and all amendments subsequent thereto.

B. 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 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 and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law), or
- b. By a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV – MEMBERSHIP

The Corporation shall be organized as a non-stock membership Corporation. The voting members shall be those individuals who are duly elected voting Trustees of the Corporation. The voting members shall take any action required and permitted by Statute, these Articles of Incorporation or the Bylaws of the Corporation. Due to the identical nature of the voting membership and the Board of the Corporation, an act of the Board shall be an act of the membership when an act by the membership is required by law. The present members of the Board of the Corporation are the voting members of the Corporation effective on the date of filing these Amendments.

ARTICLE V – EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment for all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, dispose of all the assets of the Corporation exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. 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.

ARTICLE VI – OFFICERS AND TRUSTEES

- A. The officers of this Corporation shall be President, Vice President(s), a Secretary and a Treasurer. All officers of the Corporation shall be elected Trustees of the Corporation, and no person may hold two (2) or more offices simultaneously. All officers shall be elected annually in the manner set forth in the Bylaws of this Corporation.
- B. The positions and powers of the officers of the Corporation are specifically set forth in the fully Restated Bylaws of this Corporation.
- C. The operation and conduct of the business matters of this Corporation shall be guided by a Board of Trustees, which shall consist of that number, no less than twelve (12), of members of this Corporation, as shall from time to time be fixed and elected in the manner provided in the Bylaws of this Corporation.
- D. The Corporation shall at all times maintain at its principal office a Current List of the names and addresses of all its then serving officers and Trustees, which Current List shall be made available for inspection as appropriate upon request.

ARTICLE VII – BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested in the Board of Trustees of the Corporation. Any amendment to the Bylaws shall be effected in the manner and with the vote of Trustees set forth in the Bylaws.

ARTICLE VIII – AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, repeal or adopt the Articles of Incorporation of this Corporation shall be vested in the Board of Trustees of the Corporation. Such amendment, changes or additions may be effected at a special meeting of the Board of Trustees or at a regular meeting of the Board of Trustees in accordance with requirements set forth in the Bylaws and applicable law. All amendments to the Articles of Incorporation shall require approval of two-thirds (2/3) of the voting Trustees present and voting in the presence of a quorum.

ARTICLE IX – PRINCIPAL OFFICE

The address of the registered office of this Corporation is 3250 Riverside Park Drive, Vero Beach, Florida 32963, and the name of the registered agent of this Corporation at that address is Allen Cornell. The principal office of the Corporation shall be located at 3250 Riverside Park Drive, Indian River County, Vero Beach, Florida and branch offices may be maintained at such other points in the State of Florida and in the United States of America and in Foreign Countries as may be from time to time authorized by the Board of Trustees.

ARTICLE X – NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any member of this Corporation.

The foregoing Restated and Amended Articles of Incorporation of Riverside Theatre, Inc. were duly adopted by the Board of Trustees of Riverside Theatre, Inc. on January 27, 2014 and supersede the original Articles of Incorporation and all amendments thereto and restatements thereof.

Signed this 27 day of January, 2014

Witness

Signature

H. Theodore Meyer

Typed or Printed Name

Secretary

Title

The Amended and Restatement of the Articles of Incorporation of Riverside Theatre, Inc. was adopted by the Members and the number of votes cast for the Amendment was sufficient by approval.

Executed this 21st day of February, 2014.

Witness

Signature

H. Theodore Meyer

Typed or Printed Name

Secretary

Title