

744961

LAW OFFICES
STEWART NALL, EVANS & HAFNER, P.A.

POST OFFICE BOX 3345
VERO BEACH, FLORIDA 32984-3345

CYNTHIA L. CAMBRON
EDITH E. COLLINS
RALPH L. EVANS
TROY B. HAFNER*
ROBERT C. NALL
WILLIAM J. STEWART*

*BOARD CERTIFIED REAL ESTATE LAWYER
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3935 OCEAN DRIVE
VERO BEACH, FLORIDA 32983
TELEPHONE (888) 231-8800
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FILED
91 JAN 23 3 30 PM '97
STATE
FLORIDA

January 17, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Restated
Articles

70000206987--5
-91-28-97--01967--002
*****35.00 *****35.00

IN RE: Center for the Arts, Inc.
Charter No. 744961

Dear Sir:

Relative to the above, please find enclosed "Certificate of Restatement", for Center for the Arts, Inc and one copy; and the "Restated Articles of Incorporation" for Center for the Arts, Inc., and one copy. Also enclosed is a check in the amount of \$35.00 for the filing of these restated articles. Your attention to this filing is appreciated.

Very truly yours,

Ralph L. Evans
RALPH L. EVANS

RLE:jmm
Enclosures

#00789,00615,00672

Stamp with date 2/4/97 and initials RLE. Includes text: W.P. Verger

FILED
91 JAN 28 10 16 AM '97
STATE
FLORIDA

Ralph Evans
is the RA.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1997

Ralph L. Evans
Stewart, Nall, Evans & Hafner, P.A.
P.O. Box 3345
Vero Beach, FL 32984-3345

SUBJECT: CENTER FOR THE ARTS, INC.
Ref. Number: 744961

We have received your document for CENTER FOR THE ARTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00005827

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TELEPHONE (561) 231-3500
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February 11, 1997

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

In Re: Center for the Arts, Inc.
Ref No.: 744961
Response to Your Letter No. 897A00005827

Dear Sirs:

Please be advised that the undersigned serves as the Registered Agent for Center for the Arts, Inc. My Statement accepting those duties is enclosed. I am resubmitting for your filing the Restated Articles of Incorporation for the Center for the Arts, Inc.

If there are any questions, please do not hesitate to call me. Your attention is appreciated.

Very truly yours,


RALPH L. EVANS

RLE:jmm
Enclosures

RECEIVED
97 FEB 13 AM 8:55
DIVISION OF CORPORATIONS

RESTATED
ARTICLES OF INCORPORATION
OF
CENTER FOR THE ARTS, INC.
A FLORIDA CORPORATION

FILED
97 JAN 28 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

The name of the Corporation is Center for the Arts, Inc.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The purposes for which this Corporation is formed are:

1. To plan, establish, construct, operate and maintain a museum and cultural center and all the usual and necessary accessories thereto.
2. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this Corporation.
3. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
4. To have and exercise all the rights and powers conferred on nonprofit corporations under the Florida law, as such law is now in effect or may at any time hereafter be amended.
5. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.
6. Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501 (c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference

from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article Three, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up.

The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Trustee or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Trustee or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4292 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of

The prescribed number of Trustees shall not be less than the number required by law and shall be the number as established in the bylaws. A quorum of the Board of Trustees may consist of less than a majority but no fewer than one-third of the prescribed number of Trustees as set forth in the bylaws.

ARTICLE FIVE
OFFICERS

The affairs of the Corporation are to be managed by a Chairman, a First Vice Chairman, a Second Vice Chairman, a Secretary, and a Treasurer. Such Officers will be appointed by the Board of Trustees on an annual basis.

ARTICLE SIX
MEMBERS

The Corporation shall have members. The membership shall be as provided in the Bylaws. No member of the Corporation shall have a vested property right resulting from any provision in the Articles of Incorporation or the Bylaws, including provisions relating to management, control, purpose, or duration of the Corporation.

ARTICLE SEVEN
BYLAWS

The Bylaws of the Corporation are to be made, altered, or rescinded by the Trustees of the Corporation.

ARTICLE EIGHT
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Trustees of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE NINE
INCORPORATORS

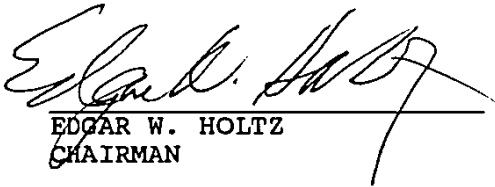
The names and residence addresses of the subscribers of these Articles of Incorporation are:

HENRY J. MULLER	1805 Cutlass Cove Drive Vero Beach, Florida 32960
GEORGE P. ARMSTRONG	1025 Treasure Lane Vero Beach, Florida 32960
JEAN B. ARMSTRONG	1025 Treasure Lane Vero Beach, Florida 32960

ARTICLE TEN
REGISTERED AGENT

^{/Initial}
The Registered Agent for the service of process within the State shall be GEORGE P. ARMSTRONG, whose address is 1025 Treasure Lane, Vero Beach, Florida 32960. Thereafter, all future registered agents shall be appropriately identified as required by law.

Executed this 15 day of January, 1997.


EDGAR W. HOLTZ
CHAIRMAN


FRANCES PETERSMEYER
SECRETARY

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing Restated Articles of Incorporation were acknowledged before me this 15 day of January, 1997, by EDWARD W. HOLTZ, Chairman, and FRANCES PETERSMEYER, Secretary, of the CENTER FOR THE ARTS, INC. who are personally known to me.


NOTARY PUBLIC

OFFICIAL NOTARY SEAL
RALPH L. EVANS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC459594
MY COMMISSION EXP. MAY 4, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, That, CENTER FOR THE ARTS, INC., desiring to organize under the laws of the State of Florida with its principal office, at 3001 Riverside Park Drive, Vero Beach, Florida 32963, has named RALPH L. EVANS, ESQUIRE, located at 3355 Ocean Drive, Vero Beach, FL 32963, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ralph L. Evans
Registered Agent

FILED
97 JAN 28 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF RESTATEMENT
CENTER FOR THE ARTS, INC.

DATE: January 15, 1997


TO: Department of State
Division of Corporate Records
Tallahassee, FL

IN RE: Restatement of Articles of Incorporation

Please be advised that the undersigned, Chairman of the Board of Trustees of Center for the Arts, Inc., a Florida not for profit Corporation submits herewith on behalf of the Corporation its Restated Articles of Incorporation, duly adopted by its Board of Trustees, which contain the following amendments:

1. Those amendments represented by Articles of Amendment adopted January 5, 1979 and filed with the Secretary of State on January 10, 1979;
2. Those amendments represented by Articles of Amendment dated October 26, 1983 and filed with the Secretary of State on November 28, 1983;
3. Those amendments represented by Articles of Amendment dated February 6, 1985 and filed with the Secretary of State on March 15, 1985;
4. Those amendments duly voted on by the membership of the Corporation on 17th day of November, 1993; the number of votes cast for the amendments sufficient for approval; and the language of the amendment is attached hereto and made a part hereof as Exhibit A.

Executed this 15 day of January, 1997.


EDGAR W. HOLTZ
Chairman



FRANCES PETERSMEYER
Secretary

EXHIBIT A

RESOLVED, that Article Three: Purpose be amended as: The numbering of the second paragraph numbered "3." shall be amended to "4."; the present numbering of paragraph "4." shall be changed to "5."; and the present numbering of paragraph "5." shall be changed to "6."

RESOLVED that Article Four: Trustees be amended as: (Add this language to the present Article Four) The prescribed number of trustees shall be not less than the number required by law and shall be the number as established in the bylaws. A quorum of the board of trustees may consist of less than a majority but no fewer than one-third of the prescribed number of trustees as set forth in the by-laws.

RESOLVED that Article Six: Members (Article Six in its entirety should be amended to read as follows) The corporation shall have members. The membership shall be as provided in the by-laws. No member of the corporation shall have a vested property right resulting from any provision in the articles of incorporation or the bylaws, including provisions relating to management, control, purpose, or duration of the corporation.

RESOLVED that Article Ten: Initial Registered Agent (Article Ten should be amended in its entirety as follows) The initial registered agent for service of process within the State shall be George P. Armstrong, whose address is 1025 Treasure Lane, Vero Beach, Florida 32960. Thereafter, all future registered agents shall be appropriately identified as required by law.