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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Community Foundation of Sarasota County, Inc.

**DOCUMENT NUMBER:** 749965

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

Please return all correspondence concerning this matter to the following:

Elizabeth C. Pennewill, Corporate Counsel

(Name of Contact Person)

Community Foundation of Sarasota County, Inc.

(Firm/ Company)

2635 Fruitville Road

(Address)

Sarasota, FL 34237

(City/ State and Zip Code)

betsy@cfsarasota.org

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

For further information concerning this matter, please call:

Elizabeth C. Pennewill

941

556-7152

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:

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

# **Amended and Restated Articles of Incorporation of The Community Foundation of Sarasota County, Inc.**

**(As Amended May, 2012)**

These articles of incorporation are amended and restated by the Board of Directors of the Community Foundation of Sarasota County, Inc. under the not for profit provisions of Florida Statutes, Chapter 617, as follows:

## **Article 1 - Name**

The name of this corporation is *The Community Foundation of Sarasota County, Inc.*

## **Article 2 - Purpose**

The purpose of the corporation is to receive and accept assets to be administered exclusively for charitable purposes, primarily in or for the benefit of Sarasota County, Florida and surrounding communities in Southwest Florida. The specific purposes of the corporation are:

- A. To accept assets donated to the corporation and administer them exclusively for charitable purposes;
- B. To distribute assets consistent with such terms of gifts, bequests or devises made to the corporation as are consistent with the corporation's purposes as set forth in these articles of incorporation and as are in accordance with the policies adopted by the Directors pursuant to these articles of incorporation or the Bylaws;
- C. To make grants to qualified charitable organizations or to other organizations or individuals exclusively for charitable purposes; and

## **Article 3 - Term**

The corporation shall have perpetual existence.

## **Article 4 - Board of Directors**

Members of the Board of Directors, hereinafter referred to as "Directors", shall be elected and nominated pursuant to the provisions of the corporation's bylaws as in effect from time to time (the "Bylaws"). The number of Directors shall be established by the Bylaws. Directors shall have all requisite power and authority customarily vested in corporate directors

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over the business and affairs of a not for profit corporation organized under Florida Statutes, Chapter 617, as amended, and as not inconsistent with the purposes of the corporation .

## **Article 5 - Compensation and Activities**

No part of the earnings of the corporation shall inure to the benefit of or be distributable to its Directors, but the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 2 hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would cause the corporation not to be described in Section 501(c)(3) of the Internal Revenue Code. 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. Notwithstanding any other provisions of these articles of incorporation, 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(a) of the Internal Revenue Code of 1986; or
- B. by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

It is intended that this corporation shall always have the status of an organization which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 and which is not a private foundation as defined in Section 509 of the Internal Revenue Code of 1986. All terms and provisions of these articles and the Bylaws, and all operations of the corporation, shall be construed, applied and carried out in accordance with this intent.

## **Article 6 - Incorporators**

The names of the original incorporators are: Burt L. Bershon, Ward E. Dahlgren, Michael I. Dorman, Ralph Fensterwald, Donald B. Griswold, Russell S. Natherson, John J. Shea, J. Ronald Skipper, Gordon M. Smith.

## **Article 7 - Officers**

The officers of the corporation are a Chair, First Vice Chair, Second Vice Chair, Secretary, and a Treasurer, together with such other officers, which may be established pursuant to the Bylaws from time to time. The officers will be elected by the Directors at the corporation's annual meeting or otherwise as provided by the Bylaws.

## **Article 8 - Bylaws**

The Bylaws of this corporation shall be made, altered, or rescinded by the Directors at any regular or special meeting of the Directors.

## **Article 9 - Amendment of Articles of Incorporation**

These articles of incorporation may be amended from time to time by a resolution adopted by two-thirds of the Directors; provided, however, that these articles of incorporation cannot be amended to permit the corporation to engage in any activity prohibited in Article 5.

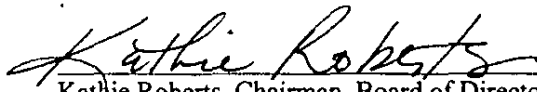
## **Article 10 - Dissolution**

Prior to the dissolution of the corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time be described in Section 501(c)(3) of the Internal Revenue Code of 1986 that are not a private foundation under Section 509(a) of the Internal Revenue Code of 1986 as the Directors shall determine. Any assets not so distributed shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such charitable purposes or to such charitable organization or organizations described in Section 170(c) as the court shall select.

## **Article 11 - Definitions**

As used in these articles of incorporation, the term "charitable purposes" means those educational, religious, scientific, public and other purposes contributions for which are deductible under Sections 170(c)(1) and 170(c)(2)(B) of the Internal Revenue Code of 1986, and the term "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of the Code. Any reference in these articles of incorporation to a section of the Internal Revenue Code of 1986 shall include the successor or corresponding provision or provisions of any applicable law or future Internal Revenue Code.

Approved by the Board of Directors on the 16th day of May, 2012 and are current and effective as of this 12<sup>th</sup> day of September, 2016.

  
Kathie Roberts, Chairman, Board of Directors,  
Community Foundation of Sarasota County, Inc.

COMMUNITY FOUNDATION OF SARASOTA COUNTY  
CERTIFICATE OF CORPORATE AUTHORIZATION TO TRANSFER

I, NELLE MILLER, being the duly constituted Secretary of the Community Foundation of Sarasota County, Inc., a corporation organized and existing under and by virtue of the laws of the State of Florida ("CFSC"), do hereby certify that the following is a true and complete copy of resolutions duly adopted at a meeting of the Board of Directors of CFSC, duly called and held on May 19, 2016, at which a quorum was present and voting; that said resolutions are still in force and effective and have not been rescinded; and that said resolutions are not in conflict with the Article of Organization or Bylaws of CFSC:

RESOLVED: That, effective July 1, 2016, the officers of the Board of Directors of CFSC include: Kathie Roberts, Chair; Richard Gans, Vice Chair; Nelle Miller, Secretary; and Patrick Dorsey, Treasurer (collectively the "BOD Officers").

The current corporate officers of CFSC include: Roxanne G. Jerde, President & CEO; Laura A. Spencer, Chief Financial Officer; John Annis Senior Vice President of Community Investment; Marlo Turner, Senior Vice President of Donor Engagement; and Elizabeth C. Pennewill, Corporate Counsel (collectively the "Corporate Officers"). The BOD Officers and Corporate Officers are collectively hereinafter referred to as the "Officers".

The Officers are fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all funds, shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidences of indebtedness or other securities now or hereafter standing in the name of or owned by CFSC and to make, execute and deliver, under the corporate seal of CFSC, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

Whenever there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the Secretary of CFSC in office at the date of such certificate, and such certificate shall set forth these resolutions and shall state that these resolutions are in full force and effect and shall also set forth the names of the persons who are then officers of CFSC, then all persons to whom such instrument with the annexed certificate shall thereafter come, shall be entitled, without further inquiry or investigation and regardless of the date of such certificate, to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by CFSC, and that with respect to such securities the authority of these resolutions and of such officers is still in force and effect.

I further certify that the following is a true and complete list of the present Officers of CFSC:

BOD Officers

Kathie Roberts, Chair  
Richard Gans, Vice Chair  
Nelle Miller, Secretary  
Patrick Dorsey, Treasurer

Corporate Officers

Roxanne G. Jerde, President & CEO  
Laura A. Spencer, Chief Financial Officer  
John Annis, SVP Community Investment  
Marlo Turner, SVP Donor Engagement  
Elizabeth C. Pennewill, Corporate Counsel

NELLE MILLER, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was subscribed and sworn to before me on July 13, 2016, by Nelle Miller, as Secretary of the Community Foundation of Sarasota County, Inc., ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification and who executed the instrument freely and voluntarily for the purposes expressed therein under authority duly vested in him by said corporation.

  
Notary Public of State of Florida

COMMUNITY FOUNDATION OF SARASOTA COUNTY  
CERTIFICATE OF CORPORATE AUTHORIZATION TO TRANSFER

I, WILLIAM M. SEIDER, being the duly constituted Secretary of the Community Foundation of Sarasota County, Inc., a corporation organized and existing under and by virtue of the laws of the State of Florida ("CFSC"), do hereby certify that the following is a true and complete copy of resolutions duly adopted at a meeting of the Board of Directors of CFSC, duly called and held on August 11, 2017, at which a quorum was present and voting; that said resolutions are still in force and effective and have not been rescinded; and that said resolutions are not in conflict with the Article of Organization or Bylaws of CFSC:

RESOLVED: That, effective July 1, 2017, the officers of the Board of Directors of CFSC include: Richard Gans, Chair; Nelle Miller, Vice Chair; William M. Seider, Secretary; and Patrick Dorsey, Treasurer (collectively the "BOD Officers").

The current corporate officers of CFSC include: Roxanne G. Jerde, President & CEO; Laura A. Spencer, Chief Financial Officer; John Annis Senior Vice President of Community Investment; Marlo Turner, Senior Vice President of Donor Engagement; and Elizabeth C. Pennewill, Corporate Counsel (collectively the "Corporate Officers"). The BOD Officers and Corporate Officers are collectively hereinafter referred to as the "Officers".

The Officers are fully authorized and empowered to transfer, convert, endorse, sell, assign, set over, and deliver any and all funds, shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidences of indebtedness or other securities now or hereafter standing in the name of or owned by CFSC and to make, execute and deliver, under the corporate seal of CFSC, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

Whenever there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the Secretary of CFSC in office at the date of such certificate, and such certificate shall set forth these resolutions and shall state that these resolutions are in full force and effect and shall also set forth the names of the persons who are then officers of CFSC, then all persons to whom such instrument with the annexed certificate shall thereafter come, shall be entitled, without further inquiry or investigation and regardless of the date of such certificate, to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by CFSC, and that with respect to such securities the authority of these resolutions and of such officers is still in force and effect.



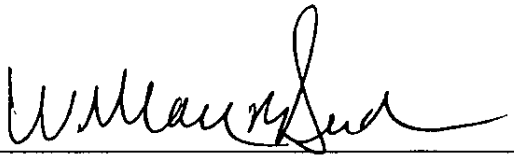
I further certify that the following is a true and complete list of the present Officers of CFSC:

BOD Officers

Richard Gans, Chair  
Nelle Miller, Vice Chair  
William M. Seider, Secretary  
Patrick Dorsey, Treasurer

Corporate Officers

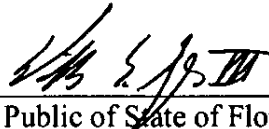
Roxanne G. Jerde, President & CEO  
Laura A. Spencer, Chief Financial Officer  
John Annis, SVP Community Investment  
Marlo Turner, SVP Donor Engagement  
Elizabeth C. Pennewill, Corporate Counsel



WILLIAM M. SEIDER, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was subscribed and sworn to before me on August 11, 2017, by William M. Seider, as Secretary of the Community Foundation of Sarasota County, Inc., ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification and who executed the instrument freely and voluntarily for the purposes expressed therein under authority duly vested in him by said corporation.



Notary Public of State of Florida

