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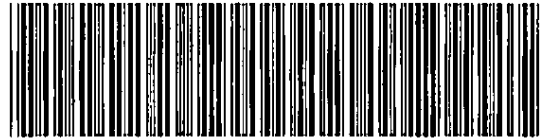
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DIVISION OF CORPORATION
STATE OF TEXAS

JAN 15 2020
C McNAIR

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ATTORNEYS AT LAW

ROYAL PALM FINANCIAL CENTER

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DEBORAH L. ROSS*

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ELIZABETH P. BONAN*

†CERTIFIED CIRCUIT CIVIL MEDIATOR

JACOB E. ENSOR*

JOHN P. CARRIGAN*

SAMANTHA L. SIMPSON

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNING DEVELOPMENT LAW

December 4, 2019

Amendments Section

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

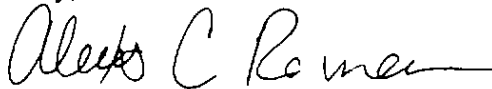
RE: Amended and Restated Articles of Incorporation of The Arts Council, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of The Arts Council, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Sincerely,



Alexis Roman

Paralegal to Elizabeth P. Bonan, Esq.

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ARTS COUNCIL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 DEC 11 PM 2: 87

A FLORIDA CORPORATION NOT-FOR-PROFIT

The Articles of Incorporation of the Arts Council, Inc., were filed with the Florida Secretary of State on April 25, 1980, and amended by submitting Articles of Amendment on April 24, 1987, October 22, 2003, October 5, 2018 and November 20, 2019. The same Articles of Incorporation are hereby amended and restated as adopted by a majority of the members of the Board of Directors at the Board Meeting held on September 25, 2019, which vote was sufficient for approval.

**ARTICLE I
NAME**

The name of this corporation is the Arts Council, Inc.

**ARTICLE II
ENABLING LAW**

This corporation is organized pursuant to the Florida not-for-profit Corporation, set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
PURPOSES**

a. The specific and primary purpose for which this corporation is organized is to be the designated local arts agency and to promote the advancement of arts and culture in Martin County.

b. The purposes for which this corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including the support of the programs, services, activities, interests and organizations of this corporation.

c. This corporation is organized and operated exclusively for education, recreation and other not-for-profit purposes. No part of any net earnings shall inure to the benefit of any member, director or officer.

d. This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that this

corporation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth in Paragraph a of this Article.

ARTICLE IV **TERM**

This corporation shall have a perpetual existence.

ARTICLE V **MEMBERSHIP**

The members of this corporation shall be those persons who pay the annual dues as established by the Board of Directors. Members are non-voting.

ARTICLE VI **MANAGEMENT OF CORPORATE AFFAIRS**

a. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five (5) directors. Directors shall be elected by a majority vote of the Board of Directors. Additionally, there will be four (4) *ex officio*, non-voting board members representing the Martin County Board of County Commissioners, City of Stuart City Commission, the School Board of Martin County and the Martin County Economic Council. Each *ex officio* board member shall be appointed from and by the respective Board or Commission.

b. Officers. The officers shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer, who must be directors of the corporation.

ARTICLE VII **REGISTERED AGENT**

The Board of Directors shall designate from time to time the Registered Agent of the corporation and designate the registered office of the Registered Agent.

ARTICLE VIII **BY-LAWS**

By-laws have been adopted by the Board of Directors. The By-laws may be amended or repealed, in whole or in part, by the Board of Directors as provided therein.

ARTICLE IX **AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be adopted by the Board of Directors by a majority vote of members of the Board.

**ARTICLE X
DISSOLUTION**

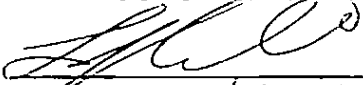
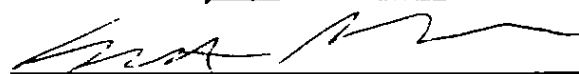
This corporation shall be dissolved, and its affairs wound up by a two-thirds vote of the Board of Directors or when the object for which the corporation is organized has been fully accomplished. In the event of dissolution, property of the corporation shall be distributed as follows: to an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

**ARTICLE XI
INDEMNIFICATION**

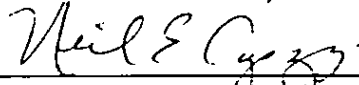
The Council shall indemnify any Officer, Director, employee, or agent of the Council to the full extent permitted or required by and subject to the provisions of Florida Statutes Section 607.0850(2018) as amended from time to time. The Board of Directors will maintain Directors and Officers insurance.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its Chairman, its Secretary and its corporate seal affixed this 24 day of October, 2019.

WITNESSES AS TO CHAIRMAN:


Printed Name: LAURA CIRILLO

Printed Name: Elizabeth P. Bonan

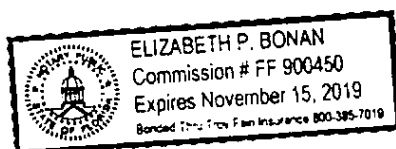
THE ARTS COUNCIL, INC.


By: 
Neil Capozzi, Chairman

**STATE OF FLORIDA
COUNTY OF MARTIN**

The foregoing instrument was acknowledged before me on October 7, 2019, by Neil Capozzi, as Chairman of The Arts Council, Inc., ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____].

Notarial Seal




Notary Public

WITNESSES AS TO SECRETARY:

Kim Hauck
Printed Name: Kim Hauck

Stephanie Adams
Printed Name: Stephanie Adams

THE ARTS COUNCIL, INC.

By: [Signature]
Elizabeth P. Bonan, Secretary



**STATE OF FLORIDA
COUNTY OF MARTIN**

The foregoing instrument was acknowledged before me on December 7th, 2019,
by Elizabeth P. Bonan, as Secretary of The Arts Council, Inc., [☒] who is personally
known to me, or [☐] who has produced identification [Type of Identification:
_____].

Notarial Seal

[Signature]
Notary Public

