

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
YMCA FOUNDATION OF SARASOTA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

*Amended
Restated*

JUN 10 2016

I ALBRITTON



June 7, 2016

FLORIDA DEPARTMENT OF STATE

Division of Corporations

YMCA FOUNDATION OF SARASOTA, INC.
ONE SOUTH SCHOOL AVE
STE 302
SARASOTA, FL 34237US

SUBJECT: YMCA FOUNDATION OF SARASOTA, INC.
REF: 756777

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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Irene Albritton
Regulatory Specialist II

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YMCA FOUNDATION OF SARASOTA, INC.
A Florida Non-Profit Corporation

FILED
2016 JUN -9
AM 8:45
CLERK OF DISTRICT COURT
SARASOTA COUNTY, FLORIDA

These amended and restated articles of incorporation are signed by the Chairman of the Board of Trustees of the corporation for the purpose of amended, restating and replacing the original articles of incorporation, as amended, of the corporation in their entirety under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is YMCA FOUNDATION OF SARASOTA, INC. The current principal office and the mailing address of the corporation is One South School Avenue, Suite 302, Sarasota, Florida 34237.

ARTICLE II. - PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, as follows:

- (a) Advancing, supporting and maintaining the activities of the Sarasota Family Young Men's Christian Association, Inc., and to do and perform all acts necessary for the accomplishment of said objects and purposes in keeping with the provisions of Section 501 (c) (3) of the Internal Revenue Code;
- (b) Administering for the charitable purposes set forth in subparagraph (a) above, funds and property donated to the Corporation;
- (c) Distributing funds and property to the Sarasota Family Young Men's Christian Association, Inc. for the purposes set forth in subparagraph (a) above and, if applicable, in accordance with the terms of any gifts, bequests or devises to the Corporation;
- (d) Receiving gifts and bequests and using the principal and income generated from the investment of such gifts and bequests for the purposes set forth in subparagraph (a) above; and

- (e) Engaging in and doing any and all lawful activities necessary or desirable for the accomplishment of any of the above described objectives and purposes.

ARTICLE III. - MEMBERSHIP

The corporation shall have no members.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF TRUSTEES

The affairs of the corporation shall be managed by a board of trustees consisting of no less than three (3) trustees. The board of trustees shall be elected or appointed and increased or decreased as provided in the bylaws. The board of trustees shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the corporation. The current trustees of this corporation shall be as follows:

- * Paul Bowman, One South School Avenue, Suite 302, Sarasota, FL 34237
- * R. Chris Jones, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Vance Dickinson, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Debbie Dannheisser, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Michele Grimes, Esq. One South School Avenue, Suite 302, Sarasota, FL 34237
- * Merrill Bonder, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Robert F. Drabik, One South School Avenue, Suite 302, Sarasota, FL 34237
- * John Compton, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Mitchell Epstein, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Sharon Kenworthy, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Pat Martin, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Denise Mei, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Gary Olson, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Flori Roberts, One South School Avenue, Suite 302, Sarasota, FL 34237
- * Donna Simmons, One South School Avenue, Suite 302, Sarasota, FL 34237

ARTICLE VI. **REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of this corporation shall be 1819 Main Street, Suite 610, Sarasota, FL 34236. The registered agent shall be JOHN M. COMPTON. The registered

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agent and address may be changed at any time by an affirmative vote of the Board of Trustees.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its trustees or officers, or any individual, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the 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 taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any director or officer, or any former director or officer, to the full extent permitted by law.

ARTICLE IX - OFFICERS

The corporation shall be governed by officers which may be established by the bylaws of the corporation. The officers will be elected by the trustees at the annual meeting in accordance with the bylaws.

ARTICLE X. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of trustees at any regular or special meeting held in accordance with the bylaws.

ARTICLE XI. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by a seventy-five percent (75%) vote of the board of trustees present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article VII.

ARTICLE XII. - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, pay all of the assets of the Corporation to the Sarasota Family Young Men's Christian Association, Inc., or its successor by merger or otherwise; provided, however, the Board shall use its reasonable best efforts to implement procedures in order to ensure that donor intent is continued to be respected after the payment of the funds. In the event such payment is unable to be made then all assets of the Corporation shall be paid to an organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Trustees shall determine in its sole and absolute discretion.

ARTICLE XIII. - NONDISCRIMINATION

The corporation shall maintain a racially nondiscriminatory admission and operations policy for all of its educational activities and will not discriminate against applicants or students on the basis of race, color, national or ethnic origin.

ARTICLE XIV. - DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

These Amended and Restated Articles of Incorporation were approved and adopted by the Trustees of the Corporation on September 24, 2015, upon the affirmative vote of a sufficient number of Trustees eligible to approve such amendment. The restatement was adopted by the board of trustees and does not contain any amendments requiring member approval.

IN WITNESS WHEREOF, the incorporators have has signed these articles of Incorporation on May 24, 2016.

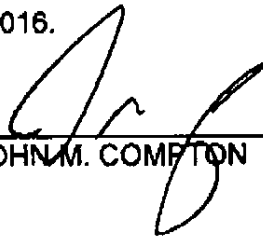


Mitchell Epstein, Chairman of the Board

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: May 24, 2016.



JOHN M. COMPTON