

N00000004973

CATHERINE COLE TAYLOR CENTER FOR THE ARTS, INC.

P. O. BOX 4869

SANTA ROSA BEACH, FLORIDA 32459

(850) 231-7856

October 6, 2001

Amendment Section  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-10/10/01--01061--008

\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Document Number N00000004973

Enclosed please find amendments to the Articles of Incorporation of Catherine Cole Taylor Center for the Arts, Inc. with the above referenced document number. I have enclosed a check in the amount of \$43.75 for filing fees and in order to receive a certified copy of the amendments.

Thank you for your assistance in this matter.

Very truly yours,

Margaret Eileen Nelson

Margaret Eileen Nelson  
Board member

FILED  
01 OCT 10 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
[Signature]  
[Signature]

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

**CATHERINE COLE TAYLOR CENTER FOR THE ARTS, INC.**

**DOCUMENT NUMBER N00000004873**

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

FIRST: Amendments adopted: Article III, Article IV, and Article V.

SECOND: The date of adoption of the amendments was: October 6, 2001.

THIRD: Adoption of Amendment

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

BETTY TAYLOR

Typed or printed name

VICE CHAIRMAN

Title

10/6/01

Date

FILED  
01 OCT 10 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED  
ARTICLES OF INCORPORATION  
OF  
**Catherine Cole Taylor**  
**Center for the Arts, Inc.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

I.  
Name

The name of the Corporation is **Catherine Cole Taylor Center for the Arts, Inc.**

II.  
Term of Existence

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

III.  
Dissolution

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

IV.  
Principal office

The principal office and mailing address of the Corporation is: P. O. Box 4869,  
Santa Rosa Beach, Florida 32459.

V.  
Purposes

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation is formed to fund the construction, maintenance, and promotion of a visual, performing and cultural arts center in south Walton County, Florida, and any and all lawful other business not inconsistent with the provisions set forth in Article VI below.

VI.  
Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer 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 member, Director or officer of the Corporation, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation qualifying under Section 507(b)(1)(A) of the Code and specified in Article III above. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. Further, notwithstanding anything to the contrary in these Articles of Incorporation, each taxable year the Corporation shall distribute its income at such time and in such manner as not to subject the Corporation to tax under Section 4949 of the Code. In addition, the Corporation shall not (I) engage in any act of self-holds (as defined in Section 4943© of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944, or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code.