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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

## COALITION FOR SARASOTA'S FUTURE, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 16, 2001

COALITION FOR SARASOTA'S FUTURE, INC. --  
1776 RINGLING BLVD.  
SARASOTA, FL 34236

SUBJECT: COALITION FOR SARASOTA'S FUTURE, INC.  
REF: N01000001647

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.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

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COALITION FOR SARASOTA'S FUTURE, INC.  
ARTICLES OF AMENDMENT AND RESTATEMENT

Pursuant to the Florida Not For Profit Corporation Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

1. Name. The name of the corporation is COALITION FOR SARASOTA'S FUTURE, INC.
2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

ARTICLES OF INCORPORATION  
OF  
COALITION FOR SARASOTA'S FUTURE, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation not for profit under the Florida Not For Profit Corporation Act.

ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be COALITION FOR SARASOTA'S FUTURE, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal address shall be 1776 Ringling Blvd., Sarasota, Florida 34236, and the mailing address of the corporation shall be 1776 Ringling Blvd., Sarasota, Florida 34236. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial registered agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial registered office street address of the registered agent shall be 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236. The initial registered agent hereby states that the registered agent is familiar with, and accepts, the obligations of this position.

ARTICLE II  
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III  
PURPOSE AND POWERS

Section 3.1 Purpose. The purpose for which the corporation is initially organized shall be to act as a Political Committee as defined by Florida Statutes Section 106.011, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

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Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Not For Profit Corporation Act.

ARTICLE IV  
MEMBERSHIP

Section 4.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

Section 4.2 Voting. Voting on all matters shall be as specified in the bylaws. Voting on all matters shall be on a plurality basis, and the members of the corporation shall not be entitled to vote cumulatively in elections for the board of directors.

ARTICLE V  
GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by majority vote of both the board of directors and members, or by majority vote of the board of directors if there are no members at such time.

Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows:  
DONALD J. HARRELL - 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236.

3. Date Adopted. The above amendment and restatement was adopted on the date hereof.

4. Method of Adoption. The above amendment and restatement contains an amendment to the articles requiring director approval. The amendment and restatement was duly adopted by the board of directors by a majority vote of the directors pursuant to Florida Statutes 617.1002(b). There are no members or members entitled to vote.

6. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on April 16, 2001.

COALITION FOR SARASOTA'S FUTURE, INC.

By Robert Richardson  
ROBERT RICHARDSON  
As President

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