

APR 26 2016
ALBRITTON

ROTARY CLUB OF SARASOTA GATEWAY, INC.

P.O. Box 50772
Sarasota, FL 34232

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

March 8, 2016

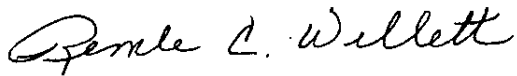
Dear Sirs,

Attached please find our Amended and Restated Articles of Incorporation and the Certification required as well as the filing fee of \$35.00. These are submitted to you for filing.

If you have any questions or need any corrections or clarifications, please feel free to telephone me at (941) 921-4044 or contact me by fax at (941) 921-1645 or by mail at 3417 Fairview Dr., Sarasota, FL 34239.

Thank you for your attention in this matter.

Sincerely,

A handwritten signature in cursive script, reading "Remle C. Willett".

Remle C. Willett
Registered Agent and Treasurer



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 15, 2016

ROTARY CLUB OF SARASOTA GATEWAY FOUNDATION, INC.
P.O. BOX 50772
SARASOTA, FL 34232

SUBJECT: ROTARY CLUB OF SARASOTA GATEWAY FOUNDATION, INC.
Ref. Number: N01000003581

We have received your document for ROTARY CLUB OF SARASOTA GATEWAY FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Please verify whether or not you're changing the corporate name to include (THE).

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 716A00005301

RECEIVED
16 APR 25 PM 12:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

**ROTARY CLUB OF
SARASOTA GATEWAY
FOUNDATION, INC.**

FILED
2016 APR 25 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the Rotary Club of Sarasota Gateway Foundation, Inc., a Florida not-for-profit corporation, are hereby by amended and restated as follows:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

Rotary Club of Sarasota Gateway Foundation, Inc.

The principal address and the mailing address of the corporation shall be:

Rotary Club of Sarasota Gateway Foundation, Inc.
Post Office Box 50772
Sarasota, Florida 34232

600 N. Benvera Rd.
Sarasota, FL
34232

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law and shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for the promotion of the corporation's charitable purposes.

The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural, and other charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, devises, or other transfers made to the Corporation which are not inconsistent with its purposes, as set forth above;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3), of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an

organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**III.
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) and not more than five (5) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

**IV.
MEMBERS**

Membership in the Corporation shall be as set forth in the Bylaws.

**V.
CORPORATE EXISTENCE**

The existence of this Corporation shall be perpetual, unless dissolved according to law.

**VI.
BYLAWS**

The current Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VII.
REGISTERED OFFICE**

The street address of the current registered office of the corporation is 3417 Fairview Drive, Sarasota, Florida 34239, and the name of the current Registered Agent of this Corporation at that address is Remle C. Willett.

**VIII
COMMITTEES**

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

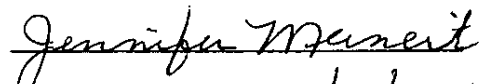
**IX.
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court 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.

**X.
AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation, and/or Bylaws, or any amendment hereto, in the manner now or hereafter prescribed by law and approved by 2/3 of the membership present at a duly called meeting.

IN WITNESS WHEREOF, the president of the corporation has executed these Amended and Restated Articles of Incorporation.


Jennifer Meinert, President 1/12/2016

ROTARY CLUB OF SARASOTA GATEWAY, INC.

CERTIFICATE

These amended and restated articles were adopted by the members present, unanimously, on December 29, 2015.