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Testated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Booker High School Visual & Performing Arts, Inc.

DOCUMENT NUMBER: N02000001165

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donald J. Harrell, Esq.

Name of Contact Person

Burgess, Harrell, Mancuso, Colton & La Porta, P.A.

Firm/ Company

1776 Ringling Boulevard

Address

Sarasota, Florida 34236

City/ State and Zip Code

dharrell@burgessharrell.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald J. Harrell

at (941) 366-3700

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment and Restatement
of
Articles of Incorporation
of**

Booker High School Visual & Performing Arts, Inc.

(Name of Corporation as currently filed with the Florida Department of State)

Document Number of Corporation (if known): N02000001165

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Pursuant to the provisions of section 617.1006 and 617.1007, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) and restatement of its Articles of Incorporation.

Article 1. Name and Location of Agent and Offices

1.1 **Name.** The name of the corporation shall be **Booker High School Foundation for Arts & Education, Inc.**

1.2 **Principal Office and Mailing Address.** The corporation's current principal office shall be 3201 North Orange Avenue, Sarasota, Florida 34234, and its current mailing address shall be the same as its principal place of business. 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.

Article 2. Commencement and Duration

2.1 **Commencement of Corporate Existence.** The corporation's existence commenced on February 15, 2002, which was the original filing of the Articles of Incorporation by the Department of State.

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

Article 3. Purpose and Powers

3.1 **Purpose.**

(a) The corporation is organized exclusively for charitable, religious, scientific, literary and educational purposes, including to provide highly specialized and intensive training for high school students who possess special talents in the visual or performing arts, to provide supplemental financial support to students, staff and their school, and for such other purposes that will enhance the overall educational experience of all Booker High School students, and for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the receiving and administering of funds and other property, absolutely or in trust, to the extent permitted under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to do everything necessary or convenient for the accomplishment of said

purpose, 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;

(b) 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 exclusive purposes set forth hereinabove.

(c) 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 or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(e) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes or exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

3.2 Powers. To the extent permitted by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

Article 4. Private Foundation

4.1 Private Foundation. If the Corporation is a Private Foundation within the meaning of Internal Revenue Code section 509, then the provisions of this Article shall apply.

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 5. Directors and Officers

5.1 **Directors.** The corporation shall have at least 3 directors and may have such additional number of directors as shall be stated in the bylaws.

5.2 **Manner of Director and Officer Election, Appointment, Resignation, Removal.** The method of election, appointment, resignation and removal of directors and officers shall be stated in the bylaws.

5.3 **Indemnification of Directors and Officers.** The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including attorney fees and costs through all appeals), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding any contrary provision in the articles, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The corporation is authorized to purchase insurance to provide funds for this indemnification, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. The amendment or repeal of this indemnification provision shall not adversely affect the rights of any past or present director or officer, unless such person waives these rights in writing. The directors and officers shall have an absolute right to this indemnification and they are intended to be third party beneficiaries of this indemnification provision.

Article 6. Membership

6.1 **Membership.** The corporation shall have such members, if any, and such member classes, qualifications, rights, duties and meeting requirements, as may be stated in the bylaws.

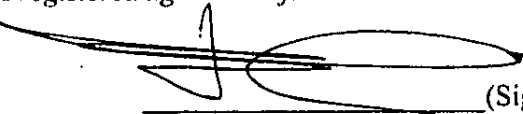
Article 7. General

7.1 **Bylaws.** The initial bylaws were adopted by the board of directors and may be altered, amended or rescinded in the manner provided in the bylaws.

7.2 **Amendment.** The Articles of Incorporation may be amended from time to time only in the manner provided in the bylaws.

7.3 **New Registered Agent and New Registered Office.** The new Registered Agent for the corporation to accept service of process within the State of Florida is E. Keith DuBose with a new street address of 1626 Ringling Blvd., Suite 300, Sarasota, Florida 34236.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


(Signature)
E. Keith DuBose

7.4 **Incorporator.** The name and address of the incorporator was: Roberto A. Martinez with an address of 2 North Tamiami Trail, Sarasota, Florida 34236.

This Amendment and Restatement was adopted on September 9, 2016 [if other than the date this document was signed].

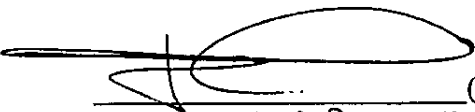
This Amendment and Restatement shall have an Effective Date of [check box] ☐ _____, 20__ or ☒ date of filing [no more than 90 days after amendment and restatement file date].

Adoption of Amendment(s) and Restatement (Check One)

☒ The Amendment(s) and Restatement was/were adopted by the members and the number votes cast for the Amendment(s) and Restatement was/were sufficient for approval.

☐ There are no members or members entitled to vote on the Amendment(s) and Restatement. The Amendment(s) and Restatement was/were adopted by the board of directors.

Dated: 9/12/2016


(Signature)
E. Keith DuBose (Print Name)
President (Title)

(By the chairman or vice chairman of the board, president or other officer if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)