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DIVISION OF REGISTRATION

*Amend & Rest.*  
G. Ouellette DEC 15 2005

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 12/14/05

REF. #: 000174.45694

CORP. NAME: SARASOTA JAZZ ENSEMBLE INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

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Examiner's Initials

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SARASOTA JAZZ ENSEMBLE INC,

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, all of the Directors of Sarasota Jazz Ensemble Inc, a Florida corporation, hereinafter referred to as the "Corporation", did authorize on November 29, 2005, to amend and restate the Articles of Incorporation in their entirety. The number of votes cast by all of the Board of Directors was sufficient for approval. The members were not entitled to vote on the proposed amendment and restatement. The Articles of Incorporation are amended and restated as follows:

ARTICLE I

NAME: The name of this Corporation shall be:

SARASOTA JAZZ ENSEMBLE, INC.

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT: The Board of Directors of the Corporation may change the location of the principal office of the Corporation from time to time. The location of the principal office of the Corporation shall be:

3013 Clark Road, #18  
Sarasota, Florida 34231

The registered agent and registered office of the Corporation shall be:

Robert H. Hofferberth

3013 Clark Road, #18  
Sarasota, Florida 34231

ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Internal Revenue Code ("IRC") Section 501(c)(3), including as the making of distributions to organizations that qualify as tax exempt organizations under IRC Section 501(c)(3), or corresponding sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

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PURPOSES: To acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds and promote such activities for such charitable, scientific and educational purposes as the Board of Directors of the Corporation may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

#### ARTICLE IV

POWERS: This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida, but within the restrictions of IRC Section 501(c)(3) and which are convenient or necessary to effect the purposes of the Corporation.

#### LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, 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 Article III hereof.

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempt to influence legislation.

(3) The Corporation shall not directly or indirectly 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.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

#### ARTICLE V

#### QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

(1) The initial members of the Corporation shall be the incorporators as set forth in Article VIII hereof. The membership shall be open to all persons interested in the objectives of the Corporation.

(2) The By-Laws of the Corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

(3) Prospective members shall be admitted to membership upon approval by the Board of Directors, according to procedures and limitations established in the By-Laws of the Corporation.

#### ARTICLE VI

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as Amended.

#### ARTICLE VII

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), 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 so 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.

#### ARTICLE VIII

OFFICERS AND DIRECTORS: The affairs of this Corporation shall be managed by a governing board called the Board of Directors, who shall be elected initially by the incorporators, and thereafter at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws of the Corporation. The officers shall be: a President, Vice President, Secretary, Treasurer and such other officers as determined by the Board of Directors. They shall be elected by the Board of Directors. The officers and the Board of Directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

#### ARTICLE IX

NUMBER OF DIRECTORS: The number of the Board of Directors shall initially be three (3). The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3).

#### ARTICLE X

BY-LAWS: The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted as provided in the By-Laws of the Corporation.

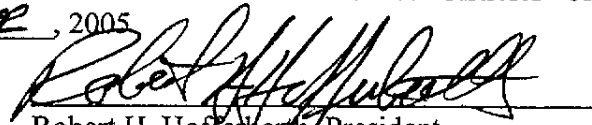
ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended as provided in the By-Laws of the Corporation.

ARTICLE XII

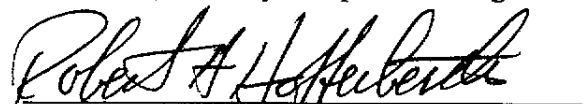
INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason that such person is or was a Board of Director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or Board of Director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a Board of Director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or Board of Director sues the Corporation, other than to enforce this indemnification, such past or present Board of 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 the indemnification hereinabove set forth, 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. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation under the provisions of Chapter 607 of the Florida Statutes, the undersigned, constituting the President of this Corporation, has executed these Amended and Restated Articles of Incorporation on this 5<sup>th</sup> day of DECEMBER, 2005.

  
Robert H. Hofferberth, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

  
Robert H. Hofferberth

"REGISTERED AGENT"