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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FRIENDS OF ARTS & HUMANITIES, INC.**

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**RESTATEMENT  
OF  
ARTICLES OF INCORPORATION**

**Friends of Arts & Humanities, Inc.  
A Florida Not-For-Profit Corporation**

The undersigned authorized officer pursuant to the provisions of Florida Statute 617.1007 does hereby set forth the duly adopted Restatement of Articles of Incorporation.

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is: Friends of Arts & Humanities, Inc. and the principal address of the corporation is: 1226 North Tamiami Trail, Sarasota, Florida 34236.

**ARTICLE II**

The Registered Agent of the corporation is PAMELA DAY, whose address is 1226 North Tamiami Trail, Sarasota, Florida 34236.

**ARTICLE III  
CORPORATE EXISTENCE**

The period of duration of this corporation is perpetual.

**ARTICLE IV  
PURPOSES**

The purposes for which the corporation is organized are as follows:

1. To function as a non-profit charitable organization for the primary benefit of non-profit arts organizations, artists, and non-profit, and non-governmental, human services organizations in Sarasota County, Florida.

2. To increase public awareness of the importance of the arts in our lives, the contributions that arts organizations and artists make to our quality of life, and to recognize the benefits that non-governmental human services organizations make to our community and to our lives, through programs, social functions, activities, projects and events.

3. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

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4. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

5. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as director; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

6. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 herein. 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.

7. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501 (c) (3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article IV.

#### ARTICLE V POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of

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Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE VI  
MEMBERSHIP

The corporation will not have members.

ARTICLE VII  
DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than three (3) persons and no more than twenty-five (25) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The name and addresses of each initial incorporator is:

Jean Weidner:	682 Morning Dove Drive Sarasota, Florida 34236
Margaret Wise:	1233 Hillview Drive, Sarasota, Florida 34239
Diane Roskamp	1226 North Tamiami Trail, Sarasota, Florida 3423_

ARTICLE IX  
OFFICERS

Section 1: The officers of the corporation shall be President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who now serve as officers of the corporation are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Carol Phillips	1226 N. Tamiami Trail, Sarasota, FL 34236
Vice President	Orion Marx	1226 N. Tamiami Trail, Sarasota, FL 34236
Treasurer	Marcy Gilroy	1226 N. Tamiami Trail, Sarasota, FL 34236
Secretary	Lynn Robbins	1226 N. Tamiami Trail, Sarasota, FL 34236

ARTICLE X  
BYLAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI  
AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a meeting of the directors, upon notice given as requested by the By-laws, by a majority vote of those present.

ARTICLE XII  
ADOPTION BY BOARD OF DIRECTORS

This Restatement of Articles of Incorporation was adopted by the Board of Directors, as required by the B-Laws on the 27th day of September, 2012.  
~~There are no members or members entitled to vote.~~

IN WITNESS WHEREOF, the undersigned President has executed this Restatement of Articles of Incorporation this 22<sup>nd</sup> day of October, 2012.

  
CAROL PHILLIPS

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida.

1. The name of the corporation is: Friends of Arts & Humanities, Inc.
2. The registered agent and office is: Pamela Day  
1226 North Tamiami Trail, Sarasota FL 34236

SIGNATURE: *Carol Phillips*  
**CAROL PHILLIPS**

TITLE: President

DATE: October 22, 2012

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

Signature:

*Pamela Day*  
**PAMELA DAY**

Date:

10/22/12

**REGISTERED AGENT FILING FEE: \$35.00**