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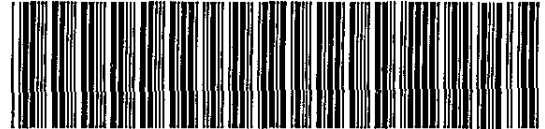
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment

11/09/04

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Marion Film and Visual Arts Foundation, Inc.
DOCUMENT NUMBER: No 3000008920

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

Please return all correspondence concerning this matter to the following:

Edwin A. Green III, Esq
(Name of Contact Person)

Blanchard, Merriam, Adel & Kirkland, PA
(Firm/ Company)

4 SE Broadway
(Address)

Orlando, FL 34471
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Edwin A. Green, III, Esq at (352) 732-7218
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Marion Film and Visual Arts Foundation, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

N03000008920

(Document number of corporation (if known))

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

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article VI - Amended

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Attach additional pages if necessary)

(continued)

**THIRD AMENDED ARTICLES OF INCORPORATION OF
MARION FILM AND VISUAL ARTS FOUNDATION, INC.**

In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I
NAME**

The name of the corporation is Marion Film and Visual Arts Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE ADDRESS**

The principal office address of the corporation is 50 South Magnolia, Ocala, Florida 34474.

**ARTICLE III
PRINCIPAL MAILING ADDRESS**

The principal mailing address of the corporation is PO Box 2915, Ocala, FL 34478.

**ARTICLE IV
PURPOSE**

The Marion Film and Visual Arts Foundation, Inc. is an outreach and educational foundation focusing on educating and enriching the Citizens of Ocala and the surrounding community, Marion County, and the State of Florida through the magic of film. The foundation will revitalize and renovate the Marion Theatre located in Downtown Ocala, Florida and will, in cooperation with the City of Ocala, offer numerous educational and cultural programs to the community.

The programs offered will include films and plays that deal with social, multi-cultural, and community issues with Q&A sessions and panel discussions following these special screenings. The Theatre will also offer seminars, workshops (including workshops for young film makers), exhibits and events that target children/students, women, seniors, under served communities and minorities. These educational programs will serve area schools and educational institutions from pre-school to college.

The Marion Film and Visual Arts Foundation, Inc., is organized exclusively for educational purposes, including but not limited to conducting numerous film making seminars, and workshops for young film makers from local high schools and community colleges so as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V
MANNER IN WHICH DIRECTORS AND OFFICERS
ARE ELECTED OR APPOINTED

The Method in which the Directors are elected will be stated in the Bylaws.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Not for Profit Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law. The name and address of the initial directors of this Not for Profit Corporation are:

Brian Sofsky
141 SE 33rd Avenue
Ocala, Florida 34471

Greg Stevens
2576 SE 32nd Place
Ocala, FL 34471

Steven William Raulerson
827 SE 4th Street
Ocala, FL 34471

ARTICLE VII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Brian Sofsky
141 SE 33rd Avenue
Ocala, Florida 34471

ARTICLE VIII
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

- | | | |
|-----|--------------------|---|
| (A) | Registered Agent: | Edwin A. Green, III |
| (B) | Registered Office: | 4 S.E. Broadway
Ocala, Florida 34471 |

ARTICLE IX
LIMITATION OF ACTIVITIES AND POWERS

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 Article IV herein.

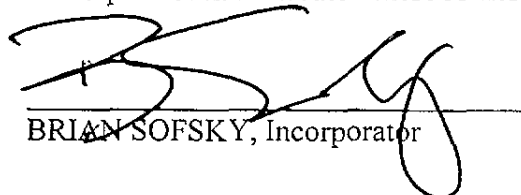
No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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 Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 26th day of October, 2004.


BRIAN SOFSKY, Incorporator

STATE OF FLORIDA)
COUNTY OF MARION)

BEFORE ME, a notary public duly authorized to take acknowledgments in the State and

County set forth above, personally appeared BRIAN SOFSKY, known to me and known by me to be the person who executed the foregoing Amended Articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 26th day of October, 2004.

Heidi E. Sarsony
Notary Public

(Print Name of Notary)

Personally Known ✓ or Produced I.D. _____
Type of Identification Produced _____



Heidi E. Sarsony
My Commission DD204549
Expires April 20, 2007

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 26th day of October, 2004.

Edwin A. Green III
EDWIN A. GREEN III
Registered Agent

The date of adoption of the amendment(s) was: 10/26/04

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 26th day of October, 2004.

Signature _____

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

Brian Sotfsky

(Typed or printed name of person signing)

Chairman

(Title of person signing)

FILING FEE: \$35