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**Amended and Restated
Articles of Incorporation
of
Bayshore Cultural and Performing Arts Center, Inc.
(a Florida Not For Profit Corporation)**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation which shall supercede in their entirety the previously filed Articles of Incorporation

ARTICLE I

HISTORY

The name of the corporation prior to the name change of corporation is Bayshore Cultural Arts, Inc., which filed its original Articles of Incorporation as Bayshore Arts, Inc, in November 29, 2004 and was issued document number N04000011276.

ARTICLE II

NAME

The name and address of this corporation is Bayshore Cultural and Performing Arts Center, Inc. (hereinafter called the "Corporation").

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address are located at 4069 Bayshore Drive, Suite 1, Naples, Florida 34112.

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Bayshore Cultural and Performing Arts Center, Inc*

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ARTICLE IV

PURPOSES

The Corporation is organized exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code") and the administrative, legislative, regulatory and judicial interpretations applicable to that section of the Code. The primary purposes of the Corporation are to (i) attract, support, nurture and develop the visual and performing arts in Collier County, Florida; (ii) provide a forum for artists; (iii) increase interaction between and support for arts organizations; (iv) develop and support education in the arts (iii) enhance the quality of life for the residents of Collier County and visitors to the County by creating a cultural environment for the enjoyment of all; and (v) develop facilities and venues for the support, teaching, display, rehearsal and performance of the arts.

ARTICLE V

BOARD OF DIRECTORS

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number of directors in excess of three, the method of appointment, election and removal of the directors of the Corporation shall be set forth in the Bylaws.

ARTICLE VI

MEMBERS

The Corporation has no Members. The Board of Directors by a two-thirds vote of the Directors present at a meeting where a quorum is present shall have the authority to create one or more classes of members or to eliminate one or more classes of Members as permitted by the Bylaws.

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ARTICLE VII

DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to (i) one or more exempt organizations for exempt purposes within the meaning of Section 501(c)(3) of the Code within Collier County, Florida which are dedicated to the promotion and support of the Visual and Performing Arts, or (ii) shall be distributed to the federal government, or to a state or local government, for a public purpose as the directors by majority vote shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Collier County, Florida, exclusively to or for the benefit of those charitable organizations that support the Visual and Performing Arts in Collier County, Florida.

ARTICLE VIII

PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

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A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IX

AMENDMENT OF BYLAWS

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by a supermajority vote of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of incorporation may be amended, altered and/or restated only by a supermajority vote of the members of the Board of Directors.

ARTICLE XI

REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is Salvatori, Wood Buckel and Weidenmiller, 9132 Strada Place, Naples, Florida, 34108-2683 and the name of its registered agent at such office is Kevin Carmichael.

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ARTICLE XII

ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the Corporation were adopted by a majority of the Board of Directors at a regular meeting of the Board of Directors and the number of directors voting for the amendment and restatement was sufficient under the bylaws and Florida law to adopt the resolution authorizing this amendment and restatement on June 1, 2009.

The Corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is June 1, 2009.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed these Amended and Restated Articles of Incorporation on the 2nd day of June, 2009.

Bayshore Cultural and
Performing Arts Center, Inc., a
Florida not for profit corporation

By:


Kevin Carmichael, Director

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is Bayshore Cultural and Performing Arts Center,
Inc.

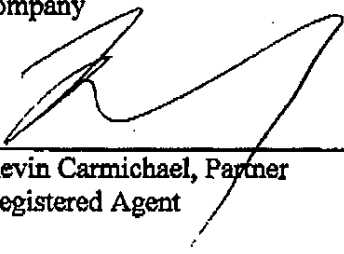
The name of the registered agent of the Corporation is Salvatori, Wood, Buckel and
Weidenmiller, PL, 9132 Strada Place, Fourth Floor, Naples, Florida, 34108-2683 and the name
of its registered agent at such office is Kevin Carmichael

REGISTERED AGENT ACCEPTANCE

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 that 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.

Salvatori, Wood, Buckel and
Weidenmiller, PL, a Florida
professional limited liability
company

By:


Kevin Carmichael, Partner
Registered Agent

Date:

June 2, 2009

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