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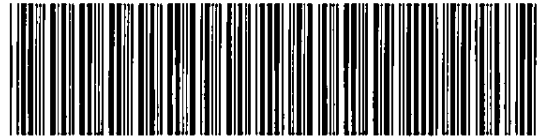
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A. RAMSEY

MAY 26 2023

CT CORP
(850)656-4724
3458 Lakeshore Drive,
Tallahassee, FL 32312

Date: 05/25/2023
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Name:	Economic Development Foundation of Sarasota County, Inc.
Document #:	
Order #:	14955267

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ECONOMIC DEVELOPMENT FOUNDATION OF SARASOTA COUNTY, INC.

Pursuant to Chapter 617 of the Florida Business Corporation Act (the "Act"), **ECONOMIC DEVELOPMENT FOUNDATION OF SARASOTA COUNTY, INC.** (the "Corporation"), a Florida Not for Profit Corporation organized and existing under the Act, does hereby certify:

1. The Articles of Incorporation of the Corporation were initially filed with the State of Florida on November 13, 2008.
2. The Corporation hereby adopts these Amended and Restated Articles of Incorporation (the "A&R Articles"), which replace the original Articles of Incorporation.
3. The A&R Articles were duly approved and adopted by the Directors (the "Directors") of the Corporation on May 11, 2023. The number of votes cast by the Directors were sufficient for approval. There are no Members.
4. The original Articles of Incorporation are hereby superseded and replaced in their entirety by the A&R Articles, which are as follows:

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be:

Economic Development Foundation of Sarasota County, Inc.

The principal address and the mailing address of the Corporation shall be:

301 N Cattlemen Road, Suite 203
Sarasota, Florida 34232

ARTICLE II
PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, religious, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property

exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation, which are not inconsistent with its purposes.

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith is in the sole judgment of the Board of Directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

C. The specific nature, objects and purposes of the Corporation shall be to improve the business and quality of life for the people of Sarasota County, Florida, through the cultivation of a small business and entrepreneurial ecosystem focused on innovation, job creation, talent development and economic mobility for all. Activities of the Corporation may include, but are not limited to, the following:

- Providing technical assistance to entrepreneurs and small businesses.
- Facilitating educational training, leadership development, and mentoring programs to entrepreneurs and small businesses.
- Creating and/or supporting incubators for start-up businesses.
- Educating entrepreneurs and small businesses about resources, programs, and assistance available to them, including business continuity planning.
- Providing programs, resources and activities that build an inclusive economy and equitable opportunities for all.
- Researching labor market, business climate, demographics and other information that supports the economic development activities of the Corporation.
- Furthering the tax-exempt purposes and mission of the Economic Development Corporation of Sarasota County, a Florida not for profit corporation.
- Other research or educational activities consistent with the exempt purpose of the Corporation.

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 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 provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons and not more than twelve (12) persons as determined pursuant to provisions of the Bylaws. The method of election of directors; shall be as stated in the Bylaws. The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE IV DIRECTORS AND OFFICERS

The names and addresses of the directors of the Corporation are as follows:

Joe C. Hembree
301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

Charles O. Murphy
301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

Trevor D. Harvey
301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

La'Tiara Love
301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

Robert J. Lane
301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

Rae Dowling
301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

The names, title and address of the officers of the Corporation are as follows:

Joe C. Hembree

Chair

301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

Lisa Krouse

President

301 N Cattlemen Road, Suite 203
Sarasota, FL 34232

ARTICLE V
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors, voting and otherwise acting in the manner provided in the Corporation's Bylaws.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The registered office of the Limited Liability Company and its initial registered agent shall be:

Shumaker, Loop & Kendrick, LLP
Attn: David B. Heedy
240 South Pineapple Avenue, 10th Floor
Sarasota, Florida 34236

ARTICLE VIII
MEMBERS

The Corporation shall have no members.

ARTICLE IX
AMENDING ARTICLES

These Articles of Incorporation may be amended by the Corporation's Board of Directors, voting and otherwise acting in the manner provided in the Corporation's Bylaws.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Articles of Incorporation of the Corporation pursuant to the laws of the State of Florida, has executed these A&R Articles of Incorporation as of May 25, 2023.

**ECONOMIC DEVELOPMENT
FOUNDATION OF SARASOTA COUNTY,
INC., a Florida Not for Profit Corporation**

DocuSigned by:
Joe C. Hembree
By: 07043A218A054D3
Joe C. Hembree, Director & Chair

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. 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Shumaker, Loop & Kendrick, LLP

DocuSigned by:
Brett M. Henson
By: 050C8E2F0A44A3
Name: Brett M. Henson
Its: Partner