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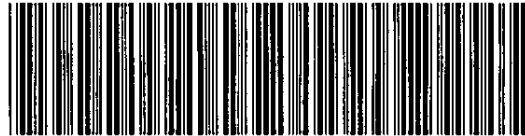
(Business Entity Name)

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15 AUG 17 AM 9:35
TALLAHASSEE, FLORIDA

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AUG 19 2015

R. WHITE



August 13, 2015

Depart of State
Division of Corporations
Corporate Filings
Po Box 6327
Tallahassee, FL 32314

To Whom it May Concern:

Enclosed is our Amended and Restate Articles of Incorporation for The Manatee Players, Inc. Also enclosed is our check in the amount of \$35.00.

Sincerely,

Mary E. Johnson
Comptroller

Enc
/jem

Artistic Inspiration for Everyone

The Manatee Players, Inc. • 502 3rd Avenue West • Bradenton, FL 34205 • 941-749-1111 • fax: 941-896-8131

ManateePerformingArtsCenter.com

A copy of the official registration and financial information may be obtained from the Division of Consumer Services by calling toll free 1-800-435-7352 within the state. Registration does not imply endorsement, approval, or recommendation by the state. The Manatee Players, Inc. (registration #SC-1487633)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE MANATEE PLAYERS, INC.**

FILED
15 AUG 17 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE MANATEE PLAYERS, INC. a not-for-profit corporation (the "Corporation") organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Chair and Secretary; hereby certify that at a meeting duly and regularly held on July 23, 2015, the Board of Directors of the Corporation voted to amend and restate the Article of Incorporation of the Corporation by deleting in their entirety the present Articles of Incorporation and by substituting; therefore, the following, which supersede the original Articles of Incorporation and all amendments thereto. The Board of Directors do hereby join and associate ourselves together for the purpose of creating and becoming a corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

**ARTICLE I
NAME OF CORPORATION
OFFICE AND INITIAL REGISTERED AGENT**

The name of this Corporation, hereinafter called the Corporation, shall be THE MANATEE PLAYERS, INC. The street address of the office and the initial agent is 502 3rd Avenue West Bradenton, Florida, 34205, and the name of the registered agent is Janene M. Amick.

**ARTICLE II
OBJECTIVES AND POLICIES**

The general objectives and policies of this Corporation will be consistent with the Corporation's mission *"To represent, enrich, and promote diverse artists and art forms. The Manatee Players, Inc. and its performance venue, Manatee Performing Arts Center, serve as a significant cultural, educational and economic resource for the Florida Gulf Coast region."* General Objectives and policies shall be:

1. To create and establish a Corporation for the operation of: a community theater troupe; the production of theatrical performances; the cultural and theatrical program(s) in direct association with public and private K-20 learning institutions; to be supportive overall to the City of Bradenton's redevelopment efforts and function actively as a vibrant community development partner; and, all other matters incident thereto, with the authority granted under the laws of the State of Florida, in Manatee County, Florida for the purpose of:

- (a) Allowing qualified members as described in the Bylaws of this Organization to organize themselves and coordinate their combined and individual efforts toward establishment of programs selected in accordance with the Bylaws of this Organization.
- (b) Raising funds through activities sanctioned by the Corporation, which will promote a perpetual serie of programs for the Corporation members and the general public.
- (c) Raising funds to support operational, capital, and endowment needs.

2. To educate the general public by providing and advancing knowledge and appreciation of the cultural aspects of life such as drama, music, dance, and film.
3. To enter into contractual agreements including but not limited to lease, purchase and sale of any and all kinds of personal property which may be necessary or appropriate for any of the foregoing uses and purposes and enter into agreements with persons or agents for the provisions of professional services relating to the foregoing uses and purposes and services.
4. To employ the foregoing general purposes and objectives as guidelines, not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation members in accordance with its published or adopted Bylaws. This Corporation shall also have other powers as are provided by the laws of the State of Florida under which this Corporation is organized.

ARTICLE III

MEMBERS

The qualification for Members and the manner of their admission shall be as provided in the Bylaws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the Corporation shall be made according to the terms set forth in Article VIII.

ARTICLE V

OFFICERS AND DIRECTORS OF THE CORPORATION

The affairs of this Corporation shall be managed by a Board of Directors that shall be elected 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 Bylaws. The officers shall be: a Chair, Vice Chair, Secretary, Treasurer, and such other officers as may be provided in the Bylaws of the Corporation. They shall be elected by the Board of Directors. The officers and members of 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 Bylaws of the Corporation.

ARTICLE VI

BYLAWS

The Bylaws of this Corporation shall be made, altered, or rescinded from time to time in whole or in part by a majority vote of the Board of Directors of the Corporation present at any meeting at which a quorum is present and notice of the proposed action with respect to the Bylaws has been waived by a majority of the members of the Board of Directors, or provided to the members at least ten (10) days prior to the time of such meeting.

ARTICLE VII

AMENDMENT OF THE ARTICLES

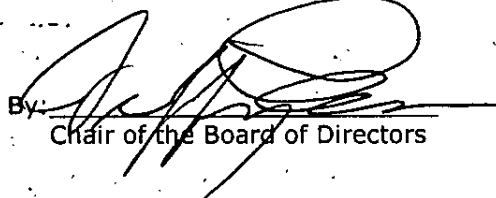
The Articles of the Corporation may be altered, amended, or repealed in whole or in part by the majority vote of the Board at any regular or special meeting held pursuant to written notice provided to all Board members not less than ten (10) days prior to such meeting, setting forth such proposed changes as are to be voted upon. The Amendments, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

ARTICLE VIII
DISTRUBUTION UPON DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be dedicated and distributed to one or more exempt entities qualifying as such pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be executed by the Chair of the Board of Directors of the Corporation on July 23, 2015.

THE MANATEE PLAYERS, INC.

By: 
Chair of the Board of Directors

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as Registered Agent of the Corporation, is familiar with, and accepts, the obligation of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date


Janene M. Amick, Registered Agent