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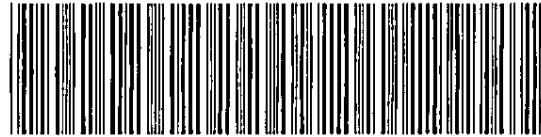
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2020 APR 15 AM 8:31
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MONS

APR 16 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THE MANATEE PLAYERS, INC.

Signature _____

Requested by: Seth

04/13/20

Name _____

Date _____

Time _____

Walk-In _____

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____ Art of Inc. File _____
____ LTD Partnership File _____
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____ L.C. File _____
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____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
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____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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

120 APR 15 AM 8:32

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 March 26, 2020, 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 FLORIDA CULTURAL GROUP, 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, educate, enrich and promote diverse art forms and serve as a cultural and economic driver for the communities we support.*" General Objectives and policies shall be:

1. To engage and enrich the community's participation in live entertainment; collaborate and create an atmosphere that empowers artists; champions the arts and build understanding of their importance; encourage audiences, volunteers and staff to make a difference in the communities we support; develop and expose students to the performing arts and performances; to be supportive overall to the Tampa Bay region cultural economic 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 Officers and Directors 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 series of programs.
 - (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

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 IV

OFFICERS AND DIRECTORS OF THE CORPORATION

The affairs of this Corporation shall be managed by a Board of Directors that shall be elected as prescribed by the Bylaws 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: Chair, Vice Chair, Secretary, Treasurer, CEO 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 V

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 VI

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 VII
DISTRIBUTION 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.

ARTICLE VIII
EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation is May 1, 2020.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be executed by the Chair of the Board of Directors of the Corporation on March 26, 2020.

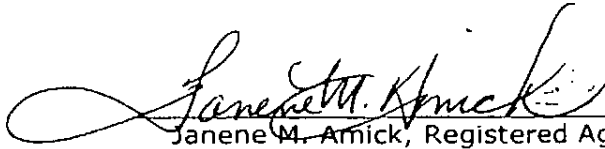
FLORIDA CULTURAL GROUP, INC.

By: 
Ron Lennon, Ph.D., Chair, 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 March 26, 2020.


Janene M. Amick, Registered Agent

2020 Mar 15 AM 8:31