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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
STIRLING ART STUDIOS & GALLERY, INC.**

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April 8, 2019

FLORIDA DEPARTMENT OF STATE

STIRLING ART STUDIOS & GALLERY, INC.  
307 MIDWAY ISLAND  
CLEARWATER, FL 33767

SUBJECT: STIRLING ART STUDIOS & GALLERY, INC.  
REF: N10000001596

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Part 1(one) of the document refer to a Limited Liability Company, please correct.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H19000111888  
Letter Number: 319A00006948

FILED

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CLERK  
TALLAHASSEE, FL

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STIRLING ART STUDIOS & GALLERY, INC.  
A NONPROFIT CORPORATION

\*\*\*\*\*

The undersigned, as Co-President of STIRLING ART STUDIOS & GALLERY, INC, does hereby certify that the amendments provided for herein were adopted by the board of directors on the 2<sup>nd</sup> day of Apr. March, 2019.

1. Name of Corporation: STIRLING ART STUDIOS & GALLERY, INC.
2. Document Number: The Florida document number of this Corporation is N10000001596.
3. Amendment and Restatement: This amendment is submitted to amend and restate the document in its entirety as follows:

"ARTICLE I  
NAME AND ADDRESS

The name of this Corporation is STIRLING ART STUDIOS & GALLERY, INC. The mailing address of the Corporation and the principal address of the Corporation is 730 Broadway, Suite 200, Dunedin Florida 34698.

ARTICLE II  
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, literary and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or as an organization, contributions to which are deductible under Code Section 170(c)(2).

2. 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 be empowered to make the election authorized under Code Section 501(h). 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.

3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

### ARTICLE III LIMITATIONS

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 II 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. 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 Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code. Such corporations described in the prior sentence are "qualified organizations."

### ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

### ARTICLE V MEMBERS; DIRECTORS

1. The Corporation shall not have any members.
2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons who shall serve until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
Christine Fredrick	730 Broadway, Suite 200, Dunedin Florida 34698
Karen Baker	730 Broadway, Suite 200, Dunedin Florida 34698
Janice R. Kadushin	730 Broadway, Suite 200, Dunedin Florida 34698
Polly Berlin	730 Broadway, Suite 200, Dunedin Florida 34698
Bette Saiberlich	730 Broadway, Suite 200, Dunedin Florida 34698

#### ARTICLE VI OFFICERS

1. Officers. The officers of this Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The persons who shall serve as an officer until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Christine Fredrick	Co-President
Karen Baker	Co-President
Janice R. Kadushin	Vice President
Polly Berlin	Treasurer
Bette Saiberlich	Secretary

ARTICLE VII  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VIII  
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE IX  
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE X  
INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 911 Chestnut Street, and the name of the initial registered agent of this Corporation at that address is CHESTNUT BUSINESS SERVICES, LLC.

ARTICLE XII  
INCORPORATOR

The name and address of incorporator is: John L. Lowe, 200 Glenns Lane, 205, Dunedin, Florida 34698"

4. Board Approval: All of the directors required to vote on this amendment approved such amendment. There are no members of the corporation.

The undersigned has executed the Articles of Amendment on the 1 day of April, 2019.

  
Christine Fredrick, Co-President

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

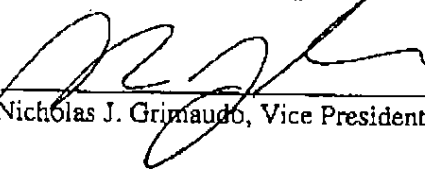
Pursuant to Fla. Stat. §48.091, STIRLING ART STUDIOS & GALLERY, INC., desiring to organize under the laws of the State of Florida, hereby designates Chestnut Business Services, LLC, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Date: April 1, 2019

CHESTNUT BUSINESS SERVICES, LLC,  
a Florida limited liability company

By:   
Nicholas J. Grimaudo, Vice President