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*Amended*

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GRACE ARTS CENTER, INC.  
Document no.: N11000008277**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned hereby adopts the following as the Amended and Restated Articles of Incorporation of GRACE ARTS CENTER, INC., a Florida Not For Profit (the "Corporation"), as originally filed with the Florida Department of State on August 31, 2011, and confirms that such Amended and Restated Articles were duly adopted by the written consent of the Board of Directors of the Corporation on December 14, 2012 since there are no members or members entitled to vote on the amendment:

**ARTICLE I. NAME**

The name of the Corporation is GRACE ARTS CENTER, INC.

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is:

75 North Federal Highway  
Dania Beach, Florida 33004

**ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV. PURPOSE**

A. The Corporation is organized as a not for profit corporation exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes.

B. As a means and incidental to accomplishing the purpose for which this corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by laws.

C. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt

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organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

#### ARTICLE V. ELECTION OF DIRECTORS/OFFICERS

The directors and officers of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation. The names and addresses of the Directors and Officers of the Corporation are:

Clare Vickery: Director, President and Secretary  
75 North Federal Highway  
Dania Beach, FL 33004

David Benjamin: Director and Vice-President  
75 North Federal Highway  
Dania Beach, FL 33004

Troy Inch: Director and Treasurer  
75 North Federal Highway  
Dania Beach, FL 33004

#### ARTICLE VI. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except that no part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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.

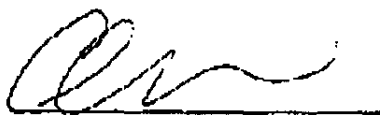
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ARTICLE VII. REGISTERED AGENT

The street address of the registered office of the Corporation is 75 North Federal Highway, Dania Beach, Florida 33004. The name of the registered agent of the Corporation at that address, who is authorized to receive service of process is Clare Vickery.

These Amended and Restated Articles of Incorporation are executed this 14 day of December, 2012.

  
Clare Vickery, President

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