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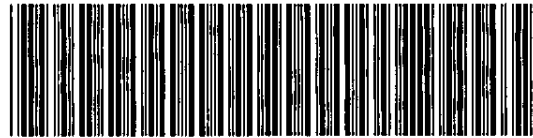
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gulf Coast SO, ^{Inc.} fka Charles and Margery Barancik
SO Foundation,
Inc)

DOCUMENT NUMBER: N 12 00000 1276

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Wendy Deming
(Name of Contact Person)

Gulf Coast Community Foundation
(Firm/ Company)

601 Tamiami Trail South
(Address)

Venice, FL 34285
(City/ State and Zip Code)

wdeming@gulfcoastcf.org
~~wdeming@~~
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wendy Deming at (941) 486-4600
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

**Amended and Restated
Articles of Incorporation**

2014 NOV -6 PM 12:47

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**GULF COAST SO, INC.
(formerly known as Charles and Margery Barancik SO Foundation, Inc.)
a Florida not-for-profit Corporation**

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

ARTICLE I Name

The name of the Corporation is: Gulf Coast SO, Inc. (the "Corporation").

ARTICLE II Address

The address of the principal office and the mailing address of the Corporation is 601 Tamiami Trail South, Venice, Florida 34285.

ARTICLE III Purpose

- A. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (hereinafter, the "Code") by conducting or supporting activities exclusively for the benefit of, to perform the functions of, or to carry out the charitable purposes of GULF COAST COMMUNITY FOUNDATION, INC. (the "Foundation"), a Florida corporation not for profit, or its successor, so long as the Foundation remains a "qualified organization," as defined herein. In the event the Foundation ceases to be a "qualified organization," the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more "qualified organizations" which are (i) organized and operated for purposes similar to those of the Foundation and/or (ii) supported by the Foundation, as shall be selected by the Board of Directors of the Corporation. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code.
- B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (the "Act"), as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations

qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.
- D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V Registered Office and Agent

The street address of the registered office of the Corporation is 601 Tamiami Trail South, Venice, FL 34285 and the name of the registered agent of the Corporation at that address is Teri A Hansen.

ARTICLE VI Members

The sole member of the Corporation shall be Gulf Coast Community Foundation, Inc. The

following actions may be taken only by or with the approval of the member: (i) election of directors, (ii) removal of any director; (iii) adoption of any amendment to the Articles of Incorporation or Bylaws; (iv) merger of the Corporation; (v) sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; (vi) voluntary dissolution of the Corporation; and (vii) adoption of a plan of distribution of the assets of the Corporation upon dissolution. The member shall have such other voting rights as may be provided in the Bylaws of the Corporation.

ARTICLE VII Directors

The board of directors shall at all times consist of at least three directors. The number, qualifications, and manner of election or appointment of directors shall be as set forth in the Bylaws.

ARTICLE VIII Bylaws

- A. At the initial meeting of the Corporation, the Board of Directors of this Corporation adopted such Bylaws for the conduct of its business and the carrying out of its purposes as they deemed *necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.*
- B. The power to alter, amend or repeal Bylaws are as provided in the Bylaws of the Corporation.

ARTICLE IX Amendment to Articles

These Articles of Incorporation may be amended only by or with the approval of the sole member of the Corporation.

ARTICLE X Dissolution

- A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for charitable purposes to the Foundation, or its successor if the Foundation is then a "qualified" organization, as defined in this Article. If the Foundation is not then a "qualified" organization, such assets shall be distributed to such "qualified" organization or organizations as the Board shall determine. An organization is a "qualified" organization for

purposes of this Article only if at the time of the distribution of such assets it is organized and operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.


- B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for the aforesaid purposes of the Corporation or to such one or more "qualified" organizations as said court shall determine.

ARTICLE XI Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15 day of October, 2014.

GULF COAST SO, INC.



Teri A Hansen
President

Approved by the Board of Directors of the sole member, Gulf Coast Community Foundation, on
October 14, 2014

By: 

Wendy Deming
Corporate Secretary

Gulf Coast SO, Inc.
Amended and Restated Articles of Incorporation
October 2014
Page 5 of 5

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not for Profit Corporation Act, the following is submitted in compliance with said statute:

That Gulf Coast SO, Inc., is organized under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the County of Sarasota, State of Florida, has named Teri A Hansen, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that it is familiar with §607.0501 et seq., Florida Statutes.

A handwritten signature in black ink, appearing to read 'Teri A Hansen', is written over a horizontal line.

Teri A Hansen

**Certificate of Amendment and Restatement of
Articles of Incorporation**

of

**GULF COAST SO, INC.
(formerly known as Charles and Margery Barancik SO Foundation, Inc.)
a Florida not-for-profit Corporation**

The accompanying Amended and Restated Articles of Incorporation of Gulf Coast SO, Inc. contain amendments to the Articles of Incorporation.

The following information is submitted in accordance with Sections 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act.

FIRST: The name of the corporation is Gulf Coast SO, Inc. (The "Corporation").

SECOND: The following amendments to the Articles of Incorporation were adopted by the Board of Directors of the Corporation in the manner prescribed by the Florida Not-For-Profit Corporation Act:

- A. Article I, Name is amended to reflect the current name of the Corporation, Gulf Coast SO, Inc.
- B. Article V, Registered Agent is amended to state the name and address of the Corporation's current registered agent.
- C. Article VI, Members is amended to read as follows:

The sole member of the Corporation shall be Gulf Coast Community Foundation, Inc. The following actions may be taken only by or with the approval of the member: (i) election of directors, (ii) removal of any director; (iii) adoption of any amendment to the Articles of Incorporation or Bylaws; (iv) merger of the Corporation; (v) sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; (vi) voluntary dissolution of the Corporation; and (vii) adoption of a plan of distribution of the assets of the Corporation upon dissolution. The member shall have such other voting rights as may be provided in the Bylaws of the Corporation.

- D. Article VII, Directors is amended to read as follows:

The board of directors shall at all times consist of at least three directors. The number, qualifications, and manner of election or appointment of directors shall be as set forth in the Bylaws.


- E. Former Article VIII, Incorporator, is deleted.

- F. Former Article IX, Bylaws, is renumbered as Article VIII.
- G. Former Article X, Amendment to Articles, is renumbered as Article IX and is amended to read as follows:

These Articles of Incorporation may be amended only by or with the approval of the sole member of the Corporation.
- H. Former Article XI, Dissolution, is renumbered as Article X.
- I. Former Article XII, Indemnification, is renumbered as Article XI.

THIRD: The foregoing amendments and the accompanying Amended and Restated Articles of Incorporation were adopted in accordance with the Florida Not-For-Profit Corporation Act by not less than a majority of the Corporation's Board of Directors on October 3, 2014.

GULF COAST SO, INC.


Teri A Hansen
President