

N12564

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TALLAHASSEE, FLORIDA

Tr 4-7-11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 18, 2011

JOSEPH MCKENNA
FLORIDA WEST COAST SYMPHONY, INC.
709 N. TAMiami TRAIL
SARASOTA, FL 34236

SUBJECT: FLORIDA WEST COAST SYMPHONY, INC.
Ref. Number: N12564

We have received your document for FLORIDA WEST COAST SYMPHONY, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 711A00006754



April 6, 2011

Florida Division of Corporations
Attention: Tina Roberts, Regulatory Specialist II
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Florida West Coast Symphony, Inc
Your Reference Number: N12564

Dear Ms. Roberts:

In connection with your letter of March 18, 2011 and following your phone discussion with our legal counsel, Andrew Britton, please find the enclosed Amended and Restated Articles of Incorporation. At your direction, we have removed Article XII – Original Incorporators, as it is not required.

Also, enclosed for reference are the revised By-laws that were adopted on December 9, 2010.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Joe McKenna", with a horizontal line extending to the right.

Joseph McKenna
President/CEO

cc: Andrew Britton

Wills, Trusts &
Estate Planning
Estate Administration
Corporation &
Business Law

Law Offices
ANDREW J. BRITTON, P.A.
401 Johnson Lane, Suite 102
Venice, Florida 34285
BrittonLaw@gmail.com

Telephone
(941) 408-8008

Telecopier
(941) 408-0722

March 31, 2011

Florida Division of Corporations
ATT: Tina Roberts, Regulatory Specialist II
PO Box 6327
Tallahassee, Florida 32314

Re: Florida West Coast Symphony, Inc.
Your Ref. Number: N12564

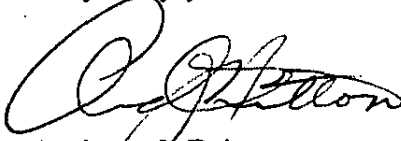
Dear Ms. Roberts:

Following our telephone discussion today, enclosed for filing are the Amended and Restated Articles of Incorporation of Florida West Coast Symphony and attachments.

The Articles have been revised to remove Article XII, Original Incorporators.

If you require any additional information in order to file the attachments, please contact me. Thank you for your assistance.

Very truly yours,



Andrew J. Britton

AJB/ak

Enclosures

cc: Joseph McKenna
(without enclosures)

z:\a\c\mckenna\corp ltr

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida West Coast Symphony, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Joseph McKenna

(Name of Contact Person)

Florida West Coast Symphony, Inc.

(Firm/ Company)

709 N. Tamiami Trail

(Address)

Sarasota, FL 34236

(City/ State and Zip Code)

ceo@SarasotaOrchestra.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph McKenna

(Name of Contact Person)

at (941) 953-4252

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FLORIDA WEST COAST SYMPHONY, INC.

FILED
11 APR -7 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1001 and 617.1007 Florida Statutes, the undersigned, being respectively, President and Secretary of FLORIDA WEST COAST SYMPHONY, INC., a Florida not for profit corporation (the "Corporation") hereby certify that as provided for by the Corporation's' current Articles of Incorporation, a majority of the Board of Directors of the Corporation approved the following Amended and Restated Articles of Incorporation at a meeting held on December 9, 2010.

RESOLVED, that the Articles of Incorporation of the Corporation be amended and restated as follows:

ARTICLE I - NAME

The name of the Corporation is FLORIDA WEST COAST SYMPHONY, INC.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be: 709 N. Tamiami Trail,
Sarasota, FL 34236

ARTICLE III - PURPOSE

The specific and primary purpose for which this corporation is formed is to present musical performances of the highest artistic excellence and to provide exemplary educational programs to the broadest possible constituency in the Greater Sarasota Gulf Coast Region.

Adopted by the Board of Directors on December 9, 2010

The General purpose for which the Corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any further United States Internal Revenue Law .

Subject to the limitations applicable to Section 501(c)(3) organizations, the corporation shall have the general powers set forth in Section 617.0302, Florida Statutes.

ARTICLE IV – RESTRICTIONS ON OPERATIONS

No part of the net earnings of the Corporation may inure to the benefit of any private individual.

The organization must refrain from participating in political campaigns and must restrict its legislative activities.

ARTICLE V – MEMBERS

The Corporation shall have no members.

ARTICLE VI – ELECTION OR APPOINTMENT OF DIRECTORS

The method of election or appointment of the Board of Directors is as stated in the by-laws. In no event shall the number of Directors be fewer than three.

ARTICLE VII – BOARD OF DIRECTORS

The names and addresses of Board of Directors of the Corporation are as follows:

Marsha Panuce	483 Meadow Lark Drive, Sarasota, FL 34236
Arnold Hoffman	415 L'Ambiance Drive #506, Longboat Key, FL 34228
Anne Folsom Smith	900 Alameda Lane, Sarasota, FL 34234
Annette Grishman	415 L'Ambiance Drive #902, Longboat Key, FL 34228
William Sedgeman, Jr.	2025 Lakewood Ranch Blvd., Bradenton, FL 33594
Jeannette D'Angelo	8056 Via Fiore, Sarasota, FL 34238
Gerald Elden	401 South Palm Avenue #402, Sarasota, FL 34236
Bea Friedman	990 Boulevard of the Arts #1702, Sarasota, FL 34236
Hope F. Leuchter	27497 Westpoint Rd., Easton, MD 21601
Flora Major	35 Watergate Drive Ste. 903, Sarasota, FL 34236
Becky Miller	8614 Gateway Court, Englewood, FL 34224
Kitty Ramos	2602 Starling Lane, Bradenton, FL 34209
Billy Robinson	3711 Almeria Ave. Apt. 2N, Sarasota, FL 34239
Robin Serbin	5029 Sandy Shore Avenue, Sarasota, FL 34242
David Steves	1800 Second Street, Suite 780, Sarasota ,FL 34236
Morton Siegler	435 L'Ambiance Drive #608, Longboat Key, FL 34228

ARTICLE VIII – BY-LAWS

The By-Laws of the Corporation are to be made, altered or rescinded by the members of the Board of Directors as prescribed in the By-Laws of the Corporation.

Adopted by the Board of Directors on December 9, 2010

ARTICLE IX – AMENDMENT TO THE ARTICLES OF INCORPORATION

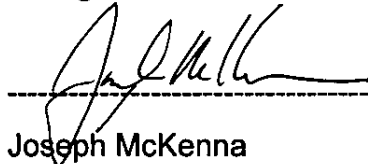
The Articles of Incorporation may be amended by the members of the Board of Directors at any meeting by approval by a majority of all Board members provided each member has been given written notice containing the substance of the proposed amendment(s) via mail, fax or e-mail at least 10 days prior to the meeting of the Board of Directors at which such change will be considered.

ARTICLE X – REGISTERED AGENT

The name and Florida street address of the Registered Agent is:

Joseph McKenna
709 N. Tamiami Trail, Sarasota, FL 34236

I certify that I am familiar with and accept the appointment and the obligations of the registered agent.



Joseph McKenna

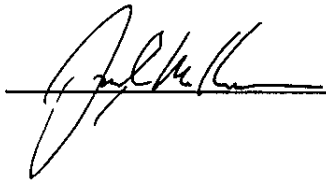
ARTICLE XI – DISPOSITION UPON DISSOLUTION

In the event of the dissolution of this corporation or in the event that it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be distributed to such non profit charitable corporation, municipal corporation, or corporations which are described in the provisions

Adopted by the Board of Directors on December 9, 2010

of Section 501 (c) (3) of the Internal Revenue Code of 1954, as may be selected by the Board of Directors of this corporation. In no event shall any distribution be made to an organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) with purposes similar or related to those of the Corporation.

DATED this 9TH day of December, 2010

A handwritten signature in dark ink, appearing to read "Joe McKenna", is written over a horizontal line.

By:

FLORIDA WEST COAST SYMPHONY, INC.
Joseph McKenna, President

A handwritten signature in dark ink, appearing to read "Annette Grishman", is written over a horizontal line.

By:

FLORIDA WEST COAST SYMPHONY, INC.
Annette Grishman, Secretary

ADDENDUM

Applicable Florida Statutes

Adopted by the Board of Directors on December 9, 2010