

N13000000884

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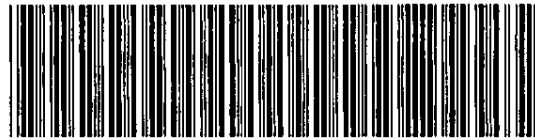
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TALLAHASSEE, FLORIDA

C. LEWIS
SEP 24 2013
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Litfest, Inc.

DOCUMENT NUMBER: N13000000884

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

Please return all correspondence concerning this matter to the following:

Mark T. Mustian
(Name of Contact Person)

Nabors, Giblin & Nickerson, P.A.
(Firm/ Company)

1500 Mahan Drive, Suite 200
(Address)

Tallahassee, Florida 32308
(City/ State and Zip Code)

mmustian@ngnlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark T. Mustian at (850) 224-4070
(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:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FLORIDA LITFEST, INC.**

N13000000884

Pursuant to Chapter 617, Florida Statutes, the undersigned Incorporator hereby files these First Amended and Restated Articles of Incorporation with respect to a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is **FLORIDA LITFEST, INC.**

ARTICLE II

Purpose

The corporation shall be a corporation not-for-profit pursuant to Chapter 617, Florida Statutes. The purpose of the corporation is to further the common good and general welfare of the Tallahassee, Florida area community by promoting a public literary festival for the benefit of the citizens of Leon County, Florida and the State of Florida and surrounding areas. The corporation may engage only in activities that may be carried on by a corporation exempt from Federal income taxes under Section 501(c)(4) of the Internal Revenue Code or any section of any statute adopted in succession thereof. No part of the net earnings of the corporation shall inure to the benefit of any member, except that the corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth herein.

ARTICLE III

Members

This corporation shall have no members.

ARTICLE IV

Directors

The initial Directors of the corporation are:

Mark T. Mustian
1500 Mahan Drive, Suite 200
Tallahassee, Florida 32308

Berneice Cox
4568 Grove Park Drive
Tallahassee, Florida 32311

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Julz Graham
1600 Red Barber Plaza
Tallahassee, Florida 32310

Additional Directors of the corporation shall be elected as set forth in the corporation's by-laws and shall serve until their successors are elected. Until by-laws have been adopted, additional directors shall be elected as provided in Chapter 617, Florida Statutes, or any statute adopted in succession thereof.

ARTICLE V
Amendments to Articles

These articles may be amended as set forth in the by-laws of the corporation. Until by-laws have been adopted, these articles may be amended as provided in Chapter 617, Florida Statutes, or any statute adopted in succession thereof.

ARTICLE VI
Principal Office

The principal office and mailing address of the corporation is at 1500 Mahan Drive, Suite 200, Tallahassee, Florida 32308.

ARTICLE VII
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Mark T. Mustian
1500 Mahan Drive, Suite 200
Tallahassee, Florida 32308

ARTICLE VIII
Limitations

No part of the 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 provisions of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal

income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX **Dedication of Assets**

Upon the dissolution, termination, or winding up of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

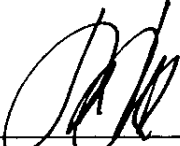
ARTICLE X **Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1500 Mahan Drive, Suite 200, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be Mark T. Mustian. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE XI **Restatement**

These First Amended and Restated Articles of Incorporation shall supersede in all respects the Articles of Incorporation of the Corporation filed January 28, 2013.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing First Amended and Restated Articles of Incorporation, has executed these First Amended and Restated Articles of Incorporation this 11th day of September, 2013.

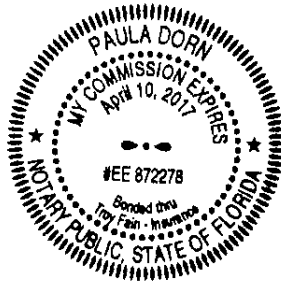


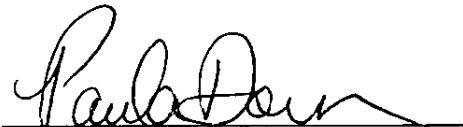
Mark T. Mustian, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark T. Mustian, who is personally known to me and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 11th day of September, 2013.





Notary Public
State of Florida at Large
My Commission Expires:

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATED REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 617.0501 and 48.091, the following is submitted:

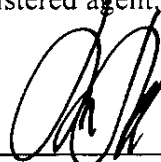
Florida Litfest, Inc., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 1500 Mahan Drive, Suite 200, Tallahassee, Florida 32308 as its initial Registered Office and has named Mark T. Mustian, located at said address as the initial Registered Agent.



Mark T. Mustian, Incorporator

Date: September 11, 2013

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



Mark T. Mustian, Registered Agent

Date: September 11, 2013

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TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 11, 2013

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mark T. Mustian

(Typed or printed name of person signing)

Registered Agent / Director

(Title of person signing)

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