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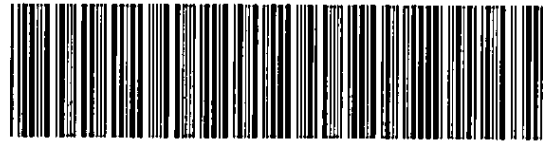
(Business Entity Name)

(Document Number)

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06/18/21--01021--011 **35.00

*Amended + Restated/
Name Change*

JUL 26 2021

D. CLISHING



ICARD MERRILL

ATTORNEYS & COUNSELORS

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July 22, 2021

Diane Cushing
P.O. Box 6327
Tallahassee, FL 32314

RE: Refiling Articles of Merger and Restated and Amended Articles of Incorporation

Dear Ms. Cushing,

Thank you for taking the time to discuss the filing letters for Center for Architecture Sarasota with me. I have enclosed the documents we discussed including:

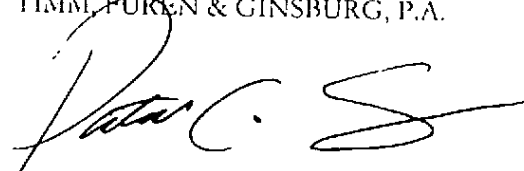
- 1) The returned Articles and Plan of Merger, unchanged from previous submission; and
- 2) The returned Amendment form and attachment thereto, along with the replacement Amended and Restated Articles.

Per our discussion, this should achieve the desired goals of the organizations, to merge two corporations with the surviving corporation being Center for Architecture Sarasota, Inc., and then amend the Articles of Incorporation for same to reflect the new name and other changes.

If the submissions are not sufficient for the stated goals, please reach out to me as soon as possible at (941)907-0006 or at pseidensticker@icardmerrill.com.

Sincerely,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.



Patrick C. Seidensticker, Esq.

cc: Client

Received
12/23/21



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 19, 2021

PATRICK C. SEIDENSTICKER, ESQ.
ICARD MERRILL
8470 ENTERPRISE CIRCLE - SRE. 201
LAKEWOOD RANCH, FL 34202

SUBJECT: CENTER FOR ARCHITECTURE SARASOTA, INC.
Ref. Number: N13000006050

We have received your document for CENTER FOR ARCHITECTURE SARASOTA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can not attach another Amendment to the amendment form as it appears you wish to amend and restate the articles of incorporation. The document should be entitled Amended and Restated Articles with the required manner of adoption and adoption date signed by an officer/director of the corporation.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 121A00016514

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CENTER FOR ARCHITECTURE SARASOTA, INC.,
a not for profit corporation**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida not for profit corporation adopts the following Articles of Amendment to Articles of Incorporation.

ARTICLE I - Name

The name of the corporation shall be Architecture Sarasota, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The street address of the initial principal office and mailing address of the corporation is 261 S. Orange Avenue, Sarasota, FL 34236.

ARTICLE III - Purpose

The corporation is organized exclusively for religious, charitable, educational, literary and scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it of gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for educational, environmental, cultural and other charitable purposes, which include, but are not limited to, stewarding the legacy of the Sarasota School of Architecture and providing a forum for the education, advocacy and celebration of good design in the global built environment.

ARTICLE IV – Membership

The qualifications for members and the manner of their admission shall be as stated in the Bylaws of the Corporation.

ARTICLE V - Board of Directors

The affairs of the Corporation shall be managed by a board of directors, as determined pursuant to provisions of the Bylaws of the Corporation. The method of election of the directors of the Corporation shall be as stated in the Bylaws of the Corporation.

ARTICLE VI – Officers

The Corporation shall have officers as provided in the Bylaws of the Corporation.

ARTICLE VII – Corporate Existence

The existence of this Corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the Corporation shall be made according to the terms set forth in Article XII.

ARTICLE VIII - Bylaws

The Bylaws of the Corporation are to be initially adopted by the Board of Directors and may thereafter be amended or rescinded by the Board of Directors.

ARTICLE IX - Registered Office and Agent

The street address of the registered office of this corporation is 261 S. Orange Avenue, Sarasota, FL. 34236 and the name of the registered agent at that address is Anne- Marie Russell.

ARTICLE X - Committees

The Corporation may establish such committees as provided in the Bylaws of the Corporation.

ARTICLE XI - Distribution and Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or 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 the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - Earnings

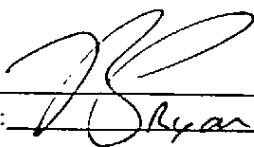
No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members (if any), trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XIII – Amendment

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of June, 2021.

By:  Ryan Perrone

Lined area for text entry.

The date of each amendment(s) adoption: June 14, 2021, if other than the date this document was signed.

Effective date if applicable: 7/1/2021
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.