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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATHAN BENDERSON PARK FOUNDATION, INC.,
a Florida not for profit corporation

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, all of the Directors of Nathan Benderson Park Foundation, Inc., a Florida not for profit corporation, hereinafter referred to as the "Corporation", did authorize on September 23, 2014, to amend and restate the Articles of Incorporation in their entirety. The number of votes cast by all of the Board of Directors was sufficient for approval. There are no members of the Corporation. The Articles of Incorporation are amended and restated as follows:

ARTICLE I

NAME: The name of this Corporation shall be:

NATHAN BENDERSON PARK FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT: The Board of Directors of the Corporation may change the location of the principal office of the Corporation from time to time. The location of the principal office of the Corporation shall be:

7978 Cooper Creek Blvd., Suite 100
University Park, FL 34201

The mailing address of the Corporation shall be:

7978 Cooper Creek Blvd., Suite 100
University Park, FL 34201

The registered agent and registered office of the Corporation shall be:

Michael S. Taaffe
240 S. Pineapple Ave., 10th Floor
Sarasota, FL 34236

ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Internal Revenue Code ("IRC") Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under IRC Section 501(c)(3), or corresponding sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

PURPOSES: To acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds and promote such activities for the improvement, preservation and protection of Nathan Benderson Park located in Sarasota County, Florida (the "Park") and to do all other things necessary or desirable in connection with foregoing purposes.

ARTICLE IV

POWERS: The Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida, but within the restrictions of IRC Section 501(c)(3) and which are convenient or necessary to effect the purposes of the corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, 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 III hereof.

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not directly or indirectly 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.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) 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 IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), 2055(a)(2) and 2522(a)(2), or corresponding sections of any future federal tax code.

ARTICLE V

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of the Corporation are dedicated to the exempt charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of the Corporation, its assets shall be distributed for the benefit of the Park for one or more exempt purposes within the meaning of IRC Section 501(c)(3), 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 the benefit of the Park as the Board of Directors shall determine. If the Park ceases to be held for the use or benefit of the general public that is owned by a government instrumentality or other organization described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, then the Corporation's assets shall be distributed for one or more other exempt charitable purposes within the meaning of IRC Section 501(c)(3), 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 as the Board of Directors shall determine. Any such assets not so disposed of pursuant to the foregoing shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

OFFICERS AND DIRECTORS: The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE VIII

NAME AND ADDRESS OF DIRECTORS: The number of Directors shall initially be nine (9). The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the persons who shall serve as directors until the first election are:

Randall Benderson

7978 Cooper Creek Blvd., Suite 100
University Park, FL 34201

Todd M. Mathes

7978 Cooper Creek Blvd., Suite 100
University Park, FL 34201

Michael S. Bennett

7056 Hawks Harbor Circle
Bradenton, FL 34207

Michael Klauber

1212 SE Avenue
Sarasota, FL 34239

Arnold Hoffman

415 L. Ambulance Drive
Longboat Key, FL 34228

Frederick Piccolo

6000 Airport Circle
Sarasota, FL 34243

Randy Mallitz

8043 Cooper Creek Blvd., Suite 208
University Park, FL 34201

Anne Essnor

1301 Westway Drive
Sarasota, FL 34236

ARTICLE IX

BY-LAWS: The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted as provided in the By-Laws of the Corporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended as provided in the By-Laws of the Corporation.

ARTICLE XI

INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided

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however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation under the provisions of Chapter 617 of the Florida Statutes, the undersigned, constituting the President of the Corporation, has executed these Amended and Restated Articles of Incorporation on this 18th day of February, 2015.



Randall Benderson, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


Michael S. Taaffe

"REGISTERED AGENT"