

N14000011418

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OLIVER J. JANNEY

Attorney at Law
1800 2nd Street, Suite 970
Sarasota, FL 34236
(941) 684-0314
Fax: (941) 866-9283

December 30, 2014

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sarasota World Affairs Council, Inc.
Document Number N14000011418

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Amended and Restated Articles of Incorporation Sarasota World Affairs Council, Inc. and a check in the amount of \$43.75 in payment of the filing fee and the fee for a certified copy of the document.

Once the Amended and Restated Articles of Incorporation have been filed, please send me a certified copy.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Oliver J. Janney", written in a cursive style.

Oliver J. Janney

Enclosures

OLIVER J. JANNEY

Attorney at Law
1800 2nd Street, Suite 970
Sarasota, FL 34236
(941) 684-0314
Fax: (941) 866-9283

February 13, 2015

Ms. Carolyn Lewis
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sarasota World Affairs Council, Inc.
Reference Number: N14000011418

Dear Ms. Lewis:

Enclosed for filing are an original and one copy of a Certificate of Secretary attesting to the approval of the amendments by the corporation's Board of Directors and the lack of necessity of member approval and a copy of your letter dated January 7, 2015.

Once the Amended and Restated Articles of Incorporation have been filed, please send me a certified copy.

Sincerely yours,



Oliver J. Janney

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Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 7, 2015

OLIVER J. JANNEY
1800 2ND STREET SUITE 970
SARASOTA, FL 34236 US

SUBJECT: SARASOTA WORLD AFFAIRS COUNCIL, INC.
Ref. Number: N14000011418

We have received your document for SARASOTA WORLD AFFAIRS COUNCIL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 315A00000312

CERTIFICATE OF SECRETARY

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I, Suzanne L. Janney, do hereby certify as follows:

1. I am the duly elected Secretary of Sarasota World Affairs Council, Inc., a Florida not-for-profit corporation (the "Corporation").
2. At its meeting held on February 11, 2015, throughout which a quorum was present and voting, the Board of Directors of the Corporation adopted the following resolutions:

RESOLVED, that, in order to correct the Articles of Incorporation as advised by legal counsel, Sections 4.2 and 4.3 of the Articles of Incorporation be and hereby are amended to read in their entirety as follows:

4.2 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

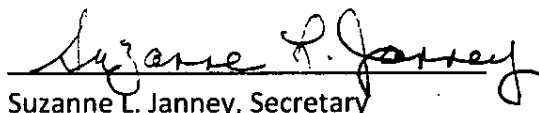
4.3 Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is situated exclusively for such purposes.

and be it

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation in the form presented to this meeting be and hereby are adopted.

3. The foregoing resolutions have not been amended or otherwise modified and are in full force and effect as of the date hereof.
4. The amendments to and restatement of the Articles of Incorporation of the Corporation do not require approval by the members of the Corporation.

IN WITNESS WHEREOF, I have signed this Certificate this 12th day of February, 2015.


Suzanne L. Janney, Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SARASOTA WORLD AFFAIRS COUNCIL, INC.**

N14000011418

By these Amended and Restated Articles of Incorporation (the "Articles"), the undersigned incorporator hereby amends the Articles of Incorporation of a corporation not for profit in accordance with the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes) and pursuant to the following provisions:

**ARTICLE I
NAME**

The name of the corporation shall be SARASOTA WORLD AFFAIRS COUNCIL, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 5800 Bay Shore Road, Sarasota, Florida 34243.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

Suzanne L. Janney, whose address is 5800 Bay Shore Road, Sarasota, Florida 34243, is hereby appointed as the initial registered agent of the Corporation, and the registered office of the Corporation shall be at said address.

**ARTICLE IV
PURPOSES AND POWERS OF THE CORPORATION**

4.1 This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code, which, for purposes of these Articles includes the corresponding provisions of any future United States federal tax code, including, for such purposes, to promote understanding of the world and its people and to engage residents of the region around Sarasota and Manatee Counties in becoming informed participants in the global community.

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4.2 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.3 Upon dissolution of the Corporation, the assets 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 shall be distributed to the federal, state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is situated exclusively for such purposes.

4.4 The Corporation shall have all of the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations on the exercise of such powers as are expressly set forth in these Articles or in the bylaws of the Corporation (the "Bylaws"). The Corporation shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by these Articles and the Bylaws, and do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation for the purposes of the Corporation and for the maintenance, administration and improvement of the property and common areas within its jurisdiction.

4.5 The Corporation shall not pay dividends, and no portion of any income of the Corporation shall be distributed to its directors or officers (except that reasonable compensation may be paid for services rendered to or for the Corporation with respect to one or more of its purposes), and no director or officer of the Corporation, or private individual or person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE V BOARD OF DIRECTORS

5.1 The affairs of the Corporation shall be managed by a board of not fewer than three (3) or more than thirteen (13) directors. The Board of Directors shall, from time to time, fix the number of directors authorized, provided that the number of directors authorized shall generally be an odd number.

5.2 The names and addresses of the initial directors until appointment or election of their successors pursuant to these Articles and the Bylaws are as follows:

Dr. Nat J. Colletta
7128 Chatsworth Court
University Park, FL 34201

Kelly Kirschner
2224 Novus Street
Sarasota, FL 34237

Margaret Gale ✓
100 Central Avenue, Unit 910
Sarasota, FL 34236

Jeffry Olesen ✓
5515 Downham Meadow
Sarasota, FL 34235

Dr. Barbara Hicks ✓
921 Ell Way
Sarasota, FL 34243

Dr. Donal O'Shea ✓
1064 N. Tamiami Trail, Unit 1513
Sarasota, FL 34236-2482

Virginia Hitchcock
1639 Peregrine Point Court
Sarasota, FL 34231

Lynne Partington
2827 Hardee Drive
Sarasota, FL 34231

Suzanne L. Janney
5800 Bay Shore Road
Sarasota, FL 34243

Rabbi Howard Simon
7889 Wilton Crescent Park
University Park, FL 34201

George Keane
7408 Eaton Court
University Park, FL 34201

Dorothy Watson
7335 St. George's Way
University Park, FL 34201

Johannes Werner
2239 Ixora Avenue
Sarasota, FL 34234

5.3 The method of selection of directors shall be provided in the Bylaws.

ARTICLE VI OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Oliver J. Janney, Esq.
1800 2nd Street, Suite 970
Sarasota, Florida 34236

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**ARTICLE VIII
AMENDMENTS**

The power to adopt, alter, amend or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Amended and Restated Articles of Incorporation this thirtieth day of December, 2014.



Oliver J. Linney, Incorporator