

**N15927**

Division of Corporations

## Florida Department of State

Division of Corporations

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H24000226907 3)))



H240002269073ABC%

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations

Fax Number : (850)617-6380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ &amp; GETZEN, PLLC

Account Number : 072720000255

Phone : (941)366-4800

Fax Number : (941)552-7141

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**ASOLO THEATRE, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

FILED  
2024 JUL -2 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

H24000226907 3

**RESTATED ARTICLES OF INCORPORATION  
OF  
ASOLO THEATRE, INC.**

In compliance with Florida Statutes Chapter 617 of the Florida Not for Profit Corporation Act, the Board of Directors of the Asolo Theatre, Inc., a Florida Not for Profit Corporation (the "Corporation"), authorized the Corporation to amend and restate its Articles of Incorporation on May 30, 2024, in their entirety as follows:

**ARTICLE I – NAME**

The name of the Corporation shall be **ASOLO THEATRE, INC.**

**ARTICLE II – PRINCIPAL OFFICE**

The principal street address and mailing address of the Corporation is:

5555 North Tamiami Trail  
Sarasota, Florida 34243

**ARTICLE III – PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code. The Corporation's specific purposes are:

- 1) To maintain the Corporation's operations and programs with a focus on the highest standards of performance.
- 2) To promote widespread public interest and appreciation of theatrical arts within the community, in the state, and outside of Florida's borders.
- 3) To work in coordination with the Florida State University School of Theatre and the FSU/Asolo Conservatory of Actor Training to provide educational opportunities for new talent.

**ARTICLE IV – ACTIVITY LIMITATIONS**

No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

FILED  
2024 JUL -2 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

H24000226907 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.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

#### ARTICLE V – MANNER OF ELECTION

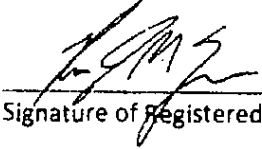
The manner in which directors are elected is as specified in the bylaws.

#### ARTICLE VI – REGISTERED AGENT

Name: Ross Egan

Address: 5555 North Tamiami Trail  
Sarasota, Florida 34243

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment and obligations as registered agent and agree to act in this capacity.*

  
Signature of Registered Agent

June 17, 2024  
Date

2024 JUL -2 PM 3:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL

#### ARTICLE VII – DISSOLUTION

Upon dissolution 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 corresponding section of 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 by the board of directors shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

#### ARTICLE VIII – AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a two-thirds majority vote of all currently serving directors. Written content of the proposed amendments will be distributed by electronic means to all directors at least ten (10) calendar days in advance of the meeting at which a vote will be taken.

H24000226907 3

H24000226907 3

ARTICLE IX – ARTICLE CONSOLIDATION

These adopted restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

ARTICLE X – REQUIRED ADOPTION INFORMATION

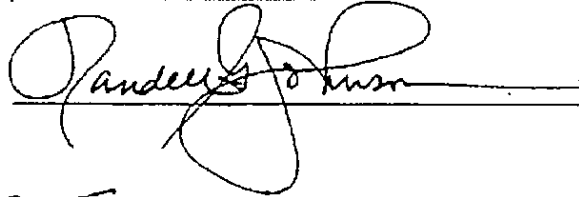
There are no members required to provide approval of amendments included in this restatement. These restated Articles of Incorporation were adopted by the board of directors.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

DATE:

June 17, 2024

SIGNATURE OF OFFICER:

RANDELL G. JOHNSON

(Typed or printed name of officer signing)

PRESIDENT, BOARD OF DIRECTORS

(Title of officer signing)

8455826.v2

FILED  
2024 JUL -2 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

H24000226907 3