

Division of Corporations

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ART (RE)PUBLIC, INC.**

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Am Restated

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ART (RE)PUBLIC, INC.**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

In accordance with under Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time ("Internal Revenue Code"), Art. (Re)public, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby amends and restates in its entirety the Corporation's Articles of Incorporation as follows:

ARTICLE I. NAME

The name of the Corporation is ART (RE)PUBLIC, INC.

ARTICLE II. ADDRESS

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

400 14 Ave. N., Unit B
Jacksonville Beach, Florida, U.S. 32250

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation began on April 5, 2016.

ARTICLE IV. DURATION

The Corporation will exist perpetually.

ARTICLE V. PURPOSE

General Purposes The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Specific Purposes The specific purposes for which the Corporation is formed are as follows:

Art (Re)public is dedicated to enriching the community through funding public art with installations, exhibitions, education and events to foster social and economic outcomes.

ARTICLE VI. REGISTERED OFFICE AND AGENT

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The street address of the registered office of the Corporation is 4540 Southside Blvd., #303, Jacksonville, FL 32216 and the Corporation names Kevin S Green, Inc. as the Corporation's registered agent at that address to accept service of process within this state:

ARTICLE VII. DIRECTORS

Subject to the powers reserved to the members in the Bylaws of the Corporation, all corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The number of Directors (not less than three) will be as provided in the Bylaws.

The names and addresses of the initial Directors are as follows.

Jessica Santiago
President and CEO
400 14th Ave. North, B
Jacksonville Beach, FL 32250

George Georgallis
Board Director
400 14th Ave. North, B
Jacksonville Beach, FL 32250

Rachel Roberts
Secretary
116 Pine Street
Neptune Beach, FL 32266

Ryan Ali
Board Director
300 W. Water Street
Suite 201
Jacksonville, FL 32202

David Altman
Board Director
1 Everbank Field Drive
Jacksonville, FL 32202

Matt Clark
Board Director
4237 Salisbury Road North
Suite 212
Jacksonville, FL 32216

Heather Moore Geraghty
Board Director
221 Settlers Row North
Ponte Vedra Beach, FL 32082

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Nicole Holderbaum
Board Director
162 Camelia Street
Atlantic Beach, FL 32233

Buster O'Conner
Board Director
14 Atlantic Ave.
St. Augustine, FL 32084

Nan Kreamer
Treasurer, CFO
1301 Riverplace Blvd, Suite 800
Jacksonville, FL 32207

JaMario Stills
Board Director
5674 Beach Boulevard
Jacksonville, FL 32207

Sonia Thomasino
Board Director
789 Mill Stream Rd
Ponte Vedra Beach, FL 32082

The terms for which the Directors are to serve, and the method by which the Directors are to be elected, will be stated in the Bylaws

ARTICLE VIII. CHARITABLE LIMITATIONS

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the Directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

No Propaganda. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation

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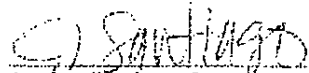
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may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IX. DISPOSITION OF ASSETS

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation by transferring such assets to organizations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article V above, as the Board of Directors determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation as of July 16, 2016.



Jessica Santiago, Incorporator

400 14 Ave. N., Unit B
Jacksonville Beach, FL 32250

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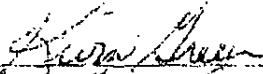
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 617, Florida Statutes, and the undersigned acknowledges that it is familiar with, and accepts, the obligations of such position.

KEVIN S. GREEN, INC.

Date: July 14, 2016

By: 
Print Name: Kevin Green
Title: President

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