

716000008939

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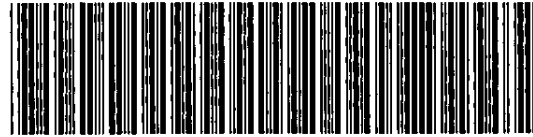
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 24 P 4:30

FILED

APR 27 2017

T. LEMIEUX

*Restated*

**OLIVER J. JANNEY**

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

April 18, 2017

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Harvard Club of Sarasota, Inc.  
Document Number N16000008939

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Amended and Restated Articles of Incorporation for Harvard Club of Sarasota, Inc., an original and one copy of the updated Certificate of Designation of Registered Agent/Registered Office and a check in the amount of \$43.75 in payment of the filing fee and the fee for a certified copy of the Amended and Restated Articles of Incorporation.

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", with a long, sweeping horizontal stroke extending to the right.

Oliver J. Janney

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
HARVARD CLUB OF SARASOTA, INC.**

**FILED**

**2017 APR 24 P 4:30**

By these Amended and Restated Articles of Incorporation (the "Articles") the Florida not-for-profit corporation amends the Articles of Incorporation filed with the Florida Department of State on September 12, 2016 to read in their entirety as follows:

**ARTICLE I  
NAME**

The name of the corporation shall be HARVARD CLUB OF SARASOTA, 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 8555 Woodbriar Drive, Sarasota, Florida 34238. The mailing address of the Corporation shall be P.O. Box 225, Osprey, Florida 34229.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The initial registered agent of the Corporation was Manda Jordan, whose address is 867 Terra Ceia Road, Terra Ceia, Florida 34250. Oliver J. Janney, whose address is 8555 Woodbriar Drive, Sarasota, Florida 34238, is hereby appointed as the registered agent of the Corporation, and the registered office of the Corporation shall hereafter be at 8555 Woodbriar Drive, Sarasota, Florida 34238.

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

4.1 This Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which, for purposes of these Articles includes the corresponding provisions of any future United States federal tax code, including, for educational and charitable purposes, to foster a spirit of fraternity among graduates and former students of Harvard University; to encourage recreational opportunities for its members; to serve in extending knowledge of the aims and achievements of Harvard University in general, and Harvard and Radcliffe Colleges in particular; to promote the interest of all alumni and alumnae in the academic and extracurricular activities of Harvard University; to assist in the recruitment of qualified applicants to Harvard and Radcliffe Colleges; to promote scholarship contributions for the benefit of Harvard and Radcliffe students in need of

financial aid; and generally to do all things to promote and encourage communications between Harvard University and its alumni/ae.

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 Code.

4.3 Upon dissolution of the Corporation, all of its funds and other property, if any, remaining after the payment of all of its liabilities, shall be paid over and transferred to the Harvard Alumni Association or any successor organization, provided that the Harvard Alumni Association or such successor organization has been determined to be (or to be an integral part of) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision. If the foregoing requirement is not met, the assets of the Corporation shall be transferred to the President and Fellows of Harvard College, provided it is then exempt from federal income tax and organized and operated exclusively for charitable, scientific, literary or educational purposes, and, if it is not, or if that corporation is not then in existence, or if that corporation is unwilling to accept the assets, then to, and only to, such one or more organizations then exempt from federal income tax and organized and operated exclusively for charitable, scientific, literary or educational purposes as the Board of Directors may by vote determine.

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.

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) nor 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:

Manda Jordan  
867 Terra Ceia Road  
Terra Ceia, Florida 34250

Peter Buros  
1246 Thornapple Drive  
Osprey, Florida 34229

Fiona Dias  
4176 Escondito Circle  
Sarasota, Florida 34238

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:

Manda Jordan  
867 Terra Ceia Road  
Terra Ceia, Florida 34250

#### **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 Vice President of the Corporation has signed these Amended and Restated Articles of Incorporation and certifies on this 18th day of April, 2017, that the Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on April 17, 2017, without member action and that member action was not required.

  
\_\_\_\_\_  
Manda Jordan, Vice President