

N17 000000386

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

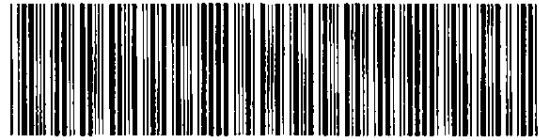
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700297358947

03/31/17--01012--018 **35.00

FILED
MAR 31 2017
FBI - TAMPA

4/1/17



KIRK • PINKERTON, P.A.

www.kirkpinkerton.com

*Serving Our Community
Since 1926*

ATTORNEYS AT LAW

WILLIAM C. STRODE, RETIRED
JAMES E. KIRK, 1903-1983

SUE A. JACOBSON, RETIRED
JOHN C. PINKERTON, 1916-1997

DONALD G. McCLELLAND, JR., 1922-2003

ROBERT J. CARR
I. NORMAN VAUGHAN-BIRCH ***
TIMOTHY S. SLAW *
WILLIAM E. ROBERTSON, JR.
THOMAS D. SHULTS ***
BRADLEY W. HOGREVE *
E. GANT M. CLOUD **
S. MATHEW WHYTE **

F. STEVEN HERB ***
GARY W. PEAL **
ROBERT K. ROBINSON **
ANASTASIA M. STEFANOPOULOS
JEFFREY M. GUY

* BOARD CERTIFIED IN WILL, TRUSTS
AND ESTATES
** BOARD CERTIFIED BUSINESS LITIGATION LAW
** BOARD CERTIFIED REAL ESTATE LAW, LAWYER
** BOARD CERTIFIED CIVIL TRIAL ATTORNEYS
** BOARD CERTIFIED CRIMINAL TRIAL
** BOARD CERTIFIED IN CITY, COUNTY & LOCAL
GOVERNMENT LAW
* CERTIFIED COURTEOUS MEDIATOR
* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN ILLINOIS
* ALSO ADMITTED IN PENNSYLVANIA
* ALSO ADMITTED IN GEORGIA

March 28, 2017

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

RE: Sarasota Military Academy Foundation, Inc.
First Amended and Restated Articles of Incorporation

Dear Sir:

Enclosed please find our check in the amount of \$35.00 to cover the cost of the filing fee along with the original of the First Amended and Restated Articles of Incorporation of Sarasota Military Academy Foundation, Inc., a Florida not-for-profit corporation. There is no change to the present Registered Agent.

I understand that you will forward a confirmation letter to include the corporation's name, assigned document number, filed date and its effective date.

If anything further is requested, please advise.

Thank you for your cooperation in this matter.

Sincerely,

F. STEVEN HERB

FSH/ema
Encls.

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SARASOTA MILITARY ACADEMY FOUNDATION, INC.

ARTICLE 1.

NAME and ADDRESS

The name of this Corporation is the Sarasota Military Academy Foundation, Inc. The mailing and street address is: 801 North Orange Avenue, Sarasota, Florida, 34236 (hereinafter referred to as the Corporation).

ARTICLE 2.

PURPOSE and POWERS

The purpose and powers of the Corporation are to:

- (a) To receive, accept, and administer for the benefit of the Sarasota Military Academy High School and the Sarasota Military Academy Preparatory School (hereinafter together referred to as SMA) any funds, and tangible or intangible property, donated to the corporation;
- (b) To aid, enrich and support the educational programs, facilities, staff, administration and extracurricular programs of SMA;
- (c) To enhance the learning experience of the students attending SMA
- (d) The Corporation is and shall be, empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner

for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.

(e) Unless specifically prohibited herein, the Corporation shall have all powers permitted by Florida Law and Statutes to Not For Profit Corporations.

ARTICLE 3.

MEMBERSHIP

Members shall consist of all Directors of the Sarasota Military Academy, Inc., and Trustees of the Corporation.

ARTICLE 4.

TERM

The Corporation shall have perpetual existence.

ARTICLE 5.

BOARD OF TRUSTEES

Directors of the Corporation will be known as "Trustees". The affairs of the Corporation shall be managed by the Board of Trustees consisting of no less than three and no more than twenty. The Board of Trustees shall be appointed by the Board of Directors of The Sarasota Military Academy, Inc., with the approval and consent of a majority of the Board's Trustees of the Corporation for such terms and in such manner as established by the By Laws of the Corporation. The Board of Trustees of the Corporation shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of a Not For Profit Corporation.

ARTICLE 6.

REGISTERED OFFICE AND AGENT

The registered office for this corporation shall be 801 North Orange Avenue, Sarasota, Florida, 34236. The initial registered agent shall be Christina Bowman.

ARTICLE 7.

COMPENSATION AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 two hereof. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c) (3) of the Internal Revenue Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, 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 Section 501(c)(3) of the Internal Revenue Code of 1986; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE 8.

OFFICERS

The Board of Trustees shall be governed by a Chairman, Secretary, Treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the Trustees at the annual meeting in accordance with the bylaws.

ARTICLE 9.

INITIAL BOARD OF DIRECTORS

The first Board of Trustees will consist of three (3) persons and they will serve until their successors are appointed. The names and addresses of the initial board of directors shall be:

<u>Name</u>	<u>Address</u>
Howard G. Crowell, Jr.	801 No. Orange Avenue Sarasota, FL 34236
F. Steven Herb	801 No. Orange Avenue Sarasota, FL 34236
Herb Jones	801 No. Orange Avenue Sarasota, FL 34236

ARTICLE 10.

BYLAWS

The bylaws of this Corporation shall be made, altered, or rescinded by the Board of Trustees at any regular or special meeting held in accordance with the bylaws.

ARTICLE 11.

AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by two-third of the members of the Board of Trustees; provided however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in article seven.

ARTICLE 12.

DISSOLUTION

Upon the dissolution of the Corporation the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets to the Sarasota Military Academy if it is in existence, if it is not in existence, then to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation under Section 509(a) of the Internal Revenue Code of 1986 as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or to such charitable organization or organizations described in Section 501(c)(3) as the court shall select.

ARTICLE 13.

DEFINITIONS

For purposes of these articles, "charitable purposes" includes educational, religious, scientific, public and other purposes contributions for such are deductible under Section 170(c)(1) and (2)(B)

of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include all amendments thereto, and the corresponding provision or provisions of any applicable future amendments or Internal Revenue Code.

ARTICLE 14.

GENDER NEUTRAL


Wherever used herein, a pronoun in the masculine or feminine gender shall be considered as including the opposite gender unless the context clearly indicates otherwise.

ARTICLE 15


CERTIFICATE PURSUANT TO F.S. §617.1007

This certificate is issued pursuant to F.S. §617.1007 by the undersigned. These amended and restated Articles of Incorporation do not include any amendment to the Articles of Incorporation which requires member approval. The Board of Directors (Trustees) adopted these amended and restated Articles of Incorporation by a resolution approved by a two-thirds vote of Directors (Trustees) present at a duly noticed meeting of the Board of Directors (Trustees) at which a quorum was present, which vote was sufficient to adopt these amended and restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the Chairman and Secretary of the Board of Directors (Trustees) have executed these amended and restated Articles of Incorporation this 28 day of March, 2017.



Howard G. Crowell, Chairman



F. Steven Herb, Secretary