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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 14 2019

S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ARTIFACT STUDIOS, INC.

DOCUMENT NUMBER: N17000004154

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ELIZABETH HULTS

(Name of Contact Person)

ARTIFACT STUDIOS, INC.

(Firm/ Company)

801 HOLLINGSWORTH ROAD

(Address)

LAKELAND, FL 33801

(City/ State and Zip Code)

info@artifactstudios.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ELIZABETH HULTS

863

660-7181

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARTIFACT STUDIOS, INC.**

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation under the provision of the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*.

ARTICLE I

The name of the corporation is **ARTIFACT STUDIOS, INC.** The address of the corporation is 820 N. Massachusetts Ave. #2, Lakeland, FL 33801.

ARTICLE II

The effective date of the corporation is 4/17/17. The term of existence of the Corporation is perpetual unless it shall be dissolved pursuant to the laws of the State of Florida. The corporate existence shall commence with these Articles of Incorporation.

ARTICLE III

The corporation is organized and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall include building vibrant communities by fostering contemporary art and cultivating local artists; educating the community and providing public access to various artistic resources; and providing monetary scholarships to working artists. The corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section or provision of any future Internal Revenue Code, are not permitted to engage.

ARTICLE IV

The corporation shall be bound by the following:

- A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity, except that 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 herein;
- B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of

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the Internal Revenue Code of 1986 or corresponding Section of any future Internal Revenue Code;

- C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code, or to the federal government or to a state or local government for public purposes exclusively;
- D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and
- E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

The Corporation shall further function and operate as a Florida nonprofit corporation specifically for the following purposes and with the following objectives:
To build vibrant communities by fostering contemporary art and cultivating local artists;
to educate the community and provide public access to various artistic resources; and to
provide monetary scholarships to working artists.

ARTICLE V

The business and property of the corporation shall be managed solely and exclusively by the board of directors of the corporation, which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but shall never be less than three (3) voting members. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall by a majority vote, have the right to remove, with or without cause, any director and to replace any director so removed. The names and addresses of the initial directors of the corporation are as follows:

Claire Orologas
718 E. Walnut Street
Lakeland, FL 33801

Samuel Romero
714 W. Park Street
Lakeland, FL 33803

Jesse Casanova

2424 W. Tampa Bay Boulevard #A-206
Tampa, FL 33607

Elizabeth Hults
801 Hollingsworth Rd
Lakeland, FL 33801

Maria Outlaw
403 Canon St.
Lakeland, Florida 33803

ARTICLE VI

All officers of the corporation shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed. Officers are listed below:

Elizabeth Hults, Director

Jesse Casanova, Treasurer

Maria Outlaw, Secretary

ARTICLE VII

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

ARTICLE VIII

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a majority vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

ARTICLE IX

This corporation shall have no members.

ARTICLE X

These Articles of Incorporation may be amended or restated in accordance with Florida law in effect at the time and only by a majority vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

ARTICLE XI

The name and street address of the initial registered agent of this corporation is
Elizabeth Hults
801 Hollingsworth Rd
Lakeland, FL 33801.

ARTICLE XII

The name and address of the incorporator of this corporation is
Elizabeth Hults
801 Hollingsworth Rd
Lakeland, FL 33801.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of
Incorporation on this 7 day of August, 2019.



Elizabeth Hults, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Elizabeth Hults, having been named to serve as registered agent for **ARTIFACT STUDIOS, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with and accept the obligations of such office.

DATED this 7 day of August, 2019.



Elizabeth Hults, Registered Agent