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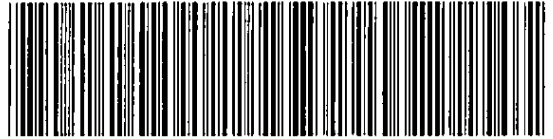
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2024 FEB -2 AM 9:44  
TALLAHASSEE, FL

*[Handwritten signature]*

*Amended and*  
**RESTATED ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S. (Not for Profit)

CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

2024 FEB - 2 AM 9:44

FILED

ARTICLE I NAME RASM REALTORS Charitable Foundation, Inc.  
The name of the corporation is:

ARTICLE II RESTATED ARTICLES ARTICLE II OBJECTIVES AND PURPOSES  
The text of the Restated Articles is as follows:

- A. The Corporation is organized for the exclusive purposes of;
1. Supporting charitable not for profit organizations in the Sarasota and Manatee County area whose charitable mission includes real estate related education, programs, services or support to members of these communities.
  2. Providing scholarships for higher education to students who graduated high school in Sarasota and Manatee County,
  3. Providing direct financial relief to members of the REALTOR® Association of Sarasota & Manatee in the event of a natural disaster, medical emergency or other hardship. For the purposes of this section, "Member of the Realtor® Association of Sarasota & Manatee" shall mean any Primary Member, Secondary Member, Business Partner or Administrative Member who have paid dues and is in good standing prior to, and through the time of the event that caused the hardship.
  4. Any other non-profitable purposes for which corporations may be organized under the Florida Not-For-Profit Corporation Act or individuals and which the Board of Directors may deem to be in the best interests of the Corporation.

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

ARTICLE VIII EFFECTIVE DATE: December 20, 2023  
Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)  
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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.*

Dated: January 24, 2024

Signature: Jeffrey Arakelian  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Jeffrey Arakelian

(Typed or printed name of person signing)

Corporate Secretary

(Title of person signing)

**FILED**  
2024 FEB - 2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FL

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**RASM REALTORS® CHARITABLE FOUNDATION**

A Not-for-Profit Corporation

Pursuant to Chapter 617 of the Florida Not For Profit Corporation Act, this Florida Not For Profit Corporation hereby amends and restates its Articles of Incorporation in their entirety to read as follows:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation shall be **RASM REALTORS® Charitable Foundation** (the "Corporation"). The physical address of the Corporation's principal office shall be at 2320 Cattlemen Road, Sarasota, Florida 34232 and the mailing address shall be 2320 Cattlemen Road, Sarasota, Florida 34232.

**ARTICLE II**

**OBJECTIVES AND PURPOSES**

A. The Corporation is organized for the exclusive purposes of:

1. Supporting charitable not for profit organizations in the Sarasota and Manatee County area whose charitable mission includes real estate related education, programs, services, or support to members of these communities.
2. Providing scholarships for higher education to students who graduated high school in Sarasota and Manatee County.
3. Providing direct financial relief to members of the REALTOR® Association of Sarasota & Manatee in the event of a natural disaster, medical emergency, or other hardship. For the purposes of this section, Member of the REALTOR® Association of Sarasota & Manatee" shall mean any Primary REALTOR® Member, Secondary REALTOR® Member, Business Partner or Administrative Member who have paid dues and is in good standing prior to, and through the time of the event that caused the hardship.
4. Any other non-profitable purposes for which corporations may be organized under the Florida Not-For-Profit Corporation Act or individuals and which the Board of Directors may deem to be in the best interests of the Corporation.

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administration of the affairs of the Corporation. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the Corporation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Corporation.

## **ARTICLE VI**

### **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation can be amended by the Board of Directors at the regular annual meeting with at least fifteen (15) days of advance notice regarding that purpose or at a special meeting called for that purpose or at a special meeting of the Board called for that purpose. The notice shall include the language of the amendment to be approved by the Board of the Directors. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

## **ARTICLE VII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Director or Officer of this Corporation whether or not he/she continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Corporation itself. However, no such Director or Officer shall be so indemnified with respect to, any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her duties as a Director or Officer. The Corporation may settle any litigation against a Director or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

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