

Division of Corporations

Page 1 of 1

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SARASOTA PERFORMING ARTS CENTER FOUNDATION, INC.**

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Electronic Filing Menu

Corporate Filing Menu

Help...

H21000006647 3

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SARASOTA PERFORMING ARTS CENTER FOUNDATION, INC.**

(A Florida Not-for-Profit Corporation)

Pursuant to Chapter 617, Florida Statutes, Sarasota Performing Arts Center Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), has adopted the following Amended and Restated Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this Corporation is:

Sarasota Performing Arts Center Foundation, Inc.

The principal address and the mailing address of the Corporation are:

777 N. Tamiami Trail
Sarasota, Florida 34236

**II.
PURPOSES**

The purposes for which the Corporation is organized are exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

The general nature, objects, and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural, or other charitable purposes, including:

(a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are consistent with its purposes; or

H21000006647 3

(b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of Directors of the Corporation ("Board of Directors"), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

The mission of the Corporation is to create a world-class performing arts center that enriches the community, supports arts education and inspires young minds. The specific nature, objects, and purposes of the Corporation are to support: (a) presentation, productions, and education programs featured at the Van Wezel Performing Arts Hall or any successor performing arts facility which may include collaboration with exempt organizations and community partners to generate broad support and interest in the successor performing arts facility, and (b) the planning and development, design, construction, financing, and support of any new or successor performing arts center to the Van Wezel Performing Arts Hall, including, but not limited to, entering into a partnership or other relationship with the City of Sarasota, Florida, or other government or public entities or agencies in relation to such new or successor performing arts center, and the operation of such performing arts center once built.

The activities of the Corporation shall include the generation of financial support for the Corporation and its purposes by solicitation of gifts, grants, and donations, as well as engaging in various and sundry fundraising activities, presenting and producing performing arts activities and related programs, operating a performance arts center, conducting other independent activities supportive of the Corporation and its purposes, investing funds derived from its activities and distributing funds to qualified persons and organizations in such amounts as may be deemed proper for the uses and purposes of the Corporation, and to do and perform generally all acts reasonably incident to the aforesaid purposes and objectives.

The Corporation may also provide philanthropic support for the capital needs of the Van Wezel Performing Arts Hall and/or collaborate to apply for private and public grant requests that will enhance the ability of the Van Wezel Performing Arts Hall to fulfill its purpose serving the community until the new Performing Arts Center is built.

H21000006647 3

H21000006647 3

**III.
MEMBERS**

The Corporation will not have members as that term is used in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

**IV.
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than seven (7) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

**V.
OFFICERS**

All officers of the Corporation, as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the Bylaws of the Corporation or determined by the Board of Directors.

**VI.
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, until dissolved in accordance with the Bylaws.

**VII.
BYLAWS**

The Board of Directors of the Corporation shall provide such Bylaws for the Corporation as they deem necessary, and may from time to time amend, alter, or rescind such Bylaws in the manner provided in the Bylaws.

H21000006647 3

VIII.
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by the act of a majority of the entire Board of Directors of the Corporation.

IX.
REGISTERED OFFICE

The street address of the registered office of the Corporation is 200 S. Orange Ave., Sarasota Florida 34236, and the name of the registered agent of this Corporation at that address is Cross Street Corporate Services, LLC.

X.
DISTRIBUTION UPON DISSOLUTION

The Corporation may be dissolved as provided in the Bylaws, at a meeting duly called for that purpose. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

There are no members or members entitled to vote on the amendment. The amendment was approved by the Board of Directors of the Corporation. The amendment was adopted on December 15, 2020.

IN WITNESS WHEREOF, the undersigned Chair of the Board of Directors of the Corporation has executed these Amended and Restated Articles of Incorporation this 6 day of January 2021.

DocuSigned by:

10E1019C84C8438
James Travers
As its Chair of the Board of Directors

H21000006647 3

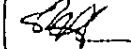
H21000006647 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of the Corporation, to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

Cross Street Corporate Services, LLC,
A Florida limited liability company

DocuSigned by:



By: Susan B. Hecker
As its Vice President

H21000006647 3