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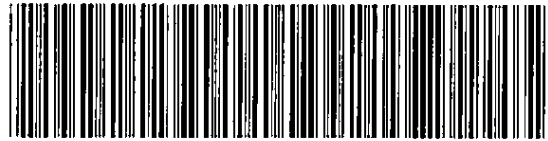
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FILED
2023 SEP 26 PM 2:36
STATE
TALLAHASSEE, FL

2023 SEP 26 PM 2:36
2023 SEP 26 PM 2:36

COVER LETTER

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

SUBJECT: Maxwell C. King Center for the Performing Arts, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Jessie Boyd

Name (Printed or typed)

3865 N. Wickham Road

Address

Melbourne, FL 32937

City, State & Zip

321-433-7021

Daytime Telephone number

boydjes@easternflorida.edu

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

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

2023 SEP 26 PM 2:36
SOUTH FLORIDA STATE
TALLAHASSEE, FL

ARTICLE I NAME

The name of the corporation is: Maxwell C. King Center for the Performing Arts, Inc

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows:

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk, CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

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: _____

Signature: _____

(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)

Tom Molnar

(Typed or printed name of person signing)

Vice - Chair

(Title of person signing)



MAXWELL C. KING CENTER

for the Performing Arts, Inc.

**A Direct Support Organization of
EASTERN FLORIDA STATE COLLEGE**

FIFTH AMENDED AND RESTATED

ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 617 of the Florida Statutes, the Corporation
adopts the following Fifth Amended and Restated Articles of Incorporation.

FILED
2023 SEP 26 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE I

MAXWELL C. KING CENTER FOR THE PERFORMING ARTS, INC.

ARTICLE II

PURPOSE

The Corporation is organized as a not-for-profit corporation exclusively for charitable, benevolent, and educational purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3), or by a Corporation qualified as a public charity under Section 509(a)(1), of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall

not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be as follows:

- (a) to serve as a cultural center for the performing arts for East Central Florida;
- (b) to produce, present or sponsor fine arts performances, exhibits and events;
- (c) to provide available facilities to other organizations conducting any activities that are compatible with the purpose of this corporation;
- (d) to conduct related functions, including cultural programs fundraising activities and other activities appropriate to enhancing the performing arts in the area; and for any and all other lawful purposes or purposes for which a not-for-profit corporation may be organized; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

This Corporation is organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of Eastern Florida State College; and, it has been certified by Eastern Florida State College as operating in a manner consistent with the goals of Eastern Florida State College and in the best interest Of the State of Florida. The purpose of the Corporation is to exist as a direct support organization within the meaning of Florida Statutes 1001.64 and 1004.70. The Corporation shall comply with and abide by all of the policies and procedures

pertaining to said organization and promulgated by the District Board of Trustees of Eastern Florida State College from time to time.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to the District Board of Trustees of Eastern Florida State College, a body politic and public corporation organized and existing under the laws of the State of Florida. In the event Eastern Florida State College does not qualify to receive, is not then in existence, or to the extent that it may be prohibited by applicable law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which as the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Code as the Board of Directors of the Corporation may determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction 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 for such purposes.

ARTICLE III

ANNUAL AUDIT

The Corporation shall make provisions for an annual financial audit to be conducted by an independent certified public accountant in accordance with rules adopted by the Florida Auditor General and promulgated by the District Board of Trustees of Eastern Florida State College. The annual audit report must be submitted to the Auditor General and the Eastern Florida State College Board of Trustees for review. The Board of Trustees and the Auditor General may require and receive from the Corporation or from its independent auditor any detail or supplemental data relative to the operation of the organization. The identity of the donors who desire to remain anonymous shall be protected, and that anonymity shall be maintained in the auditor's report. All records of the organization, other than the auditor's report, any information necessary for the auditor's report, any information related to the expenditure funds, and any supplemental data requested by the Board of Trustees and the Auditor General, shall be confidential and exempt from the provisions of Florida Statutes 119.07(1).

ARTICLE IV

ANNUAL BUDGETS AND REPORTS

The Corporation shall submit to the Eastern Florida State College Board of Trustees its Federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its Federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990). The budget process of the Corporation shall be completed in accordance with Article VII of these Articles of Incorporation.

ARTICLE V

INTRA-TRANSACTIONS/AGREEMENTS

Any transaction or agreement between this Corporation and any other direct support organization of Eastern Florida State College or between this Corporation and any center of technology innovation designated under Florida Statute 1004.70(3)(c) must be approved by the District Board of Trustees.

ARTICLE VI

POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited by the restrictions set forth in these Articles of Incorporation and the Bylaws; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE VII

LIMITATION OF POWERS

In addition to the limitations and restrictions otherwise stated in these Articles of Incorporation, the Corporation:

- (1) Shall seek and obtain the approval of the District Board of Trustees of Eastern Florida State College of any proposed changes to these or any amendments to the Articles of Incorporation.

- (2) Shall seek and obtain approval of the District Board of Trustees of Eastern Florida State College for any amendment to the Bylaws of the Corporation.
- (3) The Board members of the Corporation and Committee members shall be selected with consideration for broad community involvement and regular participation in community activities. Board members shall have term limits as set forth in the Bylaws of the Corporation. Board members shall have staggered terms.
- (4) The Corporation shall comply with all Eastern Florida State College policies and procedures.
- (5) All employees of the Corporation are subject to all Eastern Florida State College policies and procedures.
- (6) The annual budget process for the Corporation shall be completed and submitted to the Eastern Florida State College Board of Trustees annually and prior to or contemporaneously with the development of the annual budget for Eastern Florida State College.
- (7) The Corporation shall develop and implement an investment policy, a finance committee policy, and an operational policy addressing long-term contracts for the Corporation. These policies shall require the approval of the District Board of Trustees.
- (8) All Corporate regular and special board meetings and executive committee meetings shall be subject to the Florida Government in the Sunshine Law.
- (9) The Corporation shall not permit any outside organization to use any College address or the address of the Corporation unless approved by the District Board

of Trustees based upon the recommendation of the President of Eastern Florida State College.

(10) The Corporation shall comply with and abide by all Florida laws pertaining to Direct Support Organizations of Community Colleges as adopted by the Florida Legislature from time to time.

ARTICLE VIII

MEMBERSHIP

Subject to limitations set forth in Article VII, the members of the Corporation shall be the Directors thereof; and, the members shall be selected in accordance with Article XII of this Charter.

ARTICLE IX

TERM

The term of the Corporation shall be perpetual.

ARTICLE X

OFFICERS

The Corporation shall have as its officers the following:

<u>NAME</u>	<u>OFFICE</u>	<u>EMAIL ADDRESS</u>	<u>PHONE NUMBER</u>
Catanese, Anthony	Chairperson	catanese@fit.edu	(321) 728-4638
Molnar, Tom	Vice Chairperson	tommolnar00@gmail.com	(321) 783-0550
Bierbrunner, Steve	Sec'y/Treasurer	bierbrunner@bermanhopkins.com	(321) 757-2020
Richey, James	EFSC President	richeyj@easternflorida.edu	(321) 433-7000
Scott, Winston	EFSC Trustee	wscott@fit.edu	(321) 674-8470

ARTICLE XI

DIRECTORS

11.1 Number.

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) and no more than thirty-five (35) voting members, the exact number of Directors to be specified in the Bylaws of the Corporation.

11.2 Composition, Election and Tenure.

(a) The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the Board's responsibilities. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

(b) The Chairperson of the District Board of Trustees of Eastern Florida State College shall appoint a representative to the Board of Directors and the Executive Committee of

the Corporation. The District President of Eastern Florida State College or his designee shall also serve on the Board of Directors and the Executive Committee of the Corporation.

11.3 Powers.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. The power of the Board of Directors shall be subject to the limitations of Florida law and the Eastern Florida State College policies and procedures in effect from time to time.

11.4 Board of Directors.

The names and addresses of the members of the existing Board of Directors who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>NAME</u>	<u>EMAIL ADDRESS</u>	<u>PHONE NUMBER</u>
Bierbrunner, Steve	bierbrunner@bermanhopkins.com	(321) 757-2020
Catanese, Anthony	catanese@fit.edu	(321) 728-4638
Craig, Carol	carol.craig@craigtechinc.com	(321) 752-0394
Curtin, Brian	bcurtin@brph.com	(321) 751-3066
Dorough, Howie	hdorough@mac.com	(323) 774-3346
Dwyer, Nancy	ndwyer@capfundinc.com	(410) 340-5975
Farnsworth, Donald	don@wickhamroadmusic.com	(321) 368-1186
Grieves, Michael	mgrieves@fit.edu	(321) 784-2351
Jones Francey, Darcia	darciafrancey@earthlink.net	(321) 254-3340
Lance, Christine	cplance@bellsouth.net	(321) 773-4744
Molnar, Tom	tommolnar00@gmail.com	(321) 783-0550
Moreno, Rita	rshoepassion@aol.com	(321) 242-6905
Potter, William	wlpott@yahoo.com	(321) 723-6625
Richey, James	richeyj@easternflorida.edu	(321) 433-7000
Scott, Winston	wscott@fit.edu	(321) 674-8470
Varnes, Mitch	mitchvarnes@gmail.com	(321) 759-7200
Watson, Gregory	gwatson70@yahoo.com	(321) 536-0741
Widerman, Scott	scott@uslegalteam.com	(321) 255-2332

11.5 Management.

The affairs of the Corporation shall be managed by a Board of Directors. One-third (1/3) of the members of the Board of Directors present and voting shall constitute a quorum for the conduct of the day to day business of this Corporation.

11.6 Director Emeritus.

The Board of Directors is authorized and empowered to establish a special non-voting category of membership in the corporation designated as DIRECTOR EMERITUS. The Bylaws shall set forth the qualifications, the manner of selection and the composition of this category of Board membership.

ARTICLE XII

BYLAWS

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by the vote of at least a majority of the members of the Board of Directors and then only upon the approval of the Eastern Florida State College Board of Trustees.

ARTICLE XIII

OFFICERS

13.1 Officers.

The Officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary and Treasurer, who shall be elected for such terms and in the manner set forth in the Bylaws. The Corporation may, at the discretion of the Board, provide for different categories of officers, and may have additional officers including, without limitation, additional Vice Chairpersons, Assistant Secretaries and Assistant Treasurers.

13.2 Powers and Duties.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed by the Bylaws of the Corporation.

ARTICLE XIV

EXECUTIVE COMMITTEE

The Corporation is authorized to establish an Executive Committee as determined by the Bylaws from time to time. The Executive Committee shall and may exercise all of the powers and authority of the Board when the Board is not in session, subject only to such restrictions and limitations as the Board of Directors may specify from time to time in the Bylaws. The Executive Committee shall have no authority to alter, amend or appeal the Articles of Incorporation or Bylaws of the Corporation or to appoint Directors.

ARTICLE XV

AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted only by the vote of at least a majority of all the members of the Board of Directors and then only after the approval of the District Board of Trustees of Eastern Florida State College. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

ARTICLE XVI

REGISTERED AGENT AND REGISTERED OFFICE

The address of the registered office of the Corporation is 3865 N Wickham Road, Melbourne, Florida 32935.

The Registered Agent at that address is James H. Richey.

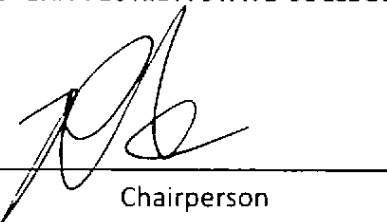
IN WITNESS WHEREOF, the undersigned, as existing Officers and Directors of the Corporation having subscribed to these Fifth Amended and Restated Articles of Incorporation after a duly adopted Resolution of the Board of Directors wherein with a quorum present a majority voted in favor of the adoption of these Fifth Amended and Restated Articles of Incorporation. The undersigned having hereunto set their hands and seals this 5th day of March, 2023.

**MAXWELL C. KING CENTER FOR THE
PERFORMING ARTS, INC.**

By: 
Chairperson

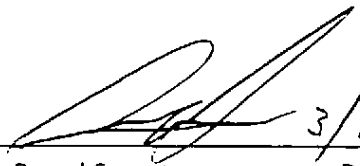
ACCEPTED AND APPROVED this 10th day of April, 2023, by
the District Board of Trustees of Eastern Florida State College.

**DISTRICT BOARD OF TRUSTEES OF
EASTERN FLORIDA STATE COLLEGE**

By: 
Chairperson

**CERTIFICATE OF APPROVAL
OF THE FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE
MAXWELL C. KING CENTER FOR THE PERFORMING ARTS, INC.**

I HEREBY CERTIFY that the Board of Directors and the full membership of the Maxwell C. King Center for the Performing Arts, Inc , in a regular meeting held on the 8th day of MARCH, 2023, with a quorum present and voting, unanimously approved and adopted the Fifth Amended and Restated Articles of Incorporation of the Maxwell C. King Center for the Performing Arts, Inc., the original which is attached to this Certificate.

By:  3/8/23
Board Secretary Date