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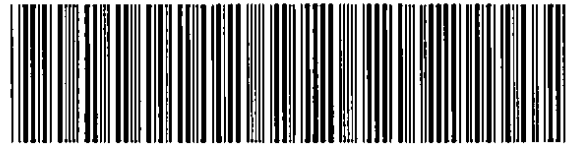
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SECRET
TALLAHASSEE

2023 MAY 30 FRI

FBI - FLA



KAREN O. GAFFNEY, P.A.

ATTORNEY AT LAW

205 WEST DAMPIER STREET

INVERNESS, FLORIDA 34450

E-mail Address: kgaffney@karengaffney.com

KAREN O. GAFFNEY

TELEPHONE

352/726-9222

May 25, 2023

Via U.S. Mail Certified Mail

#7021 1970 0000 6278 2813

Amendment Section

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

RE: Articles of Amendment to Articles of Incorporation of
Inverness Arts and Culture Alliance, Inc.

Corporation Document Number: N23000005475


Dear Sir or Madam:

Our office has the pleasure of representing Inverness Arts and Culture alliance, Inc. The purpose of this correspondence is to forward to the Florida Department of State Division of Corporations the original and one copy of the Articles of Amendment to Articles of Incorporation of Inverness Arts and Culture Alliance, Inc. for filing with your office. Also, enclosed please find our Check #4317 in the amount of \$43.75 to cover your fee. Please return the certified copy of the Articles of Amendment to Articles of Incorporation and your letter of acknowledgment to my office.

If you should have any questions, please do not hesitate to contact me. Thank you for your assistance.

Regards,

KAREN O. GAFFNEY, P.A.

A handwritten signature in black ink, appearing to read "Karen O. Gaffney", is written over a horizontal line.

Karen O. Gaffney, Esquire

KOG/cv

Enclosures: as stated

**AMENDED
ARTICLES OF INCORPORATION
OF**

INVERNESS ARTS AND CULTURE ALLIANCE, INC.

A Florida Corporation Not for Profit

FILED
2023 MAY 30 PM 12
SECRETARY
TALLAHASSEE

I, the undersigned, acting as incorporator of the non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.
NAME**

The name of the corporation is INVERNESS ARTS AND CULTURE ALLIANCE, INC.. The principal office of the corporation shall be located at 101 Hertensen Way, Inverness, Florida 34450.

**ARTICLE II.
DURATION**

The corporation shall have perpetual existence.

**ARTICLE III.
PURPOSE**

This corporation is organized as a not-for-profit 501(c)(3) I.R.S., for the purpose of promoting the arts and culture in Inverness, Florida.

In furtherance of such purposes, the Corporation shall have power to:

(a) Affix, levy, collect and enforce payment by any lawful means of all charges, assessments and dues needed by it in order to carry out its duties.

(b) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of

real and personal property in connection with the affairs of the corporation;

(c) Borrow money, and subject to the consent by vote or written statement of two-thirds (2/3) of the Board of Directors, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Dedicate, sell, or transfer all or any part of its property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Board of Directors. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Board of Directors, agreeing to such dedication, sale or transfer;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any merger, consolidation, shall have the assent by vote or written instrument of two-thirds (2/3) of the Board of Directors;

(f) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may or hereafter have or exercise.

(g) Affix, levy, and collect, and enforce payment by any lawful means of all charges and assessments; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Corporation.

The corporation is organized and shall be operated exclusively for the purposes set forth above. No part of any net earnings or assets of the corporation will inure to the benefit of any member.

ARTICLE IV.
MEMBERS AND BYLAWS

The qualifications of members and the manner of their admission shall be as regulated by the bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 101 Hertensen Way, Inverness, Florida 34450 and the initial registered agent of this corporation at that address is PAUL HERTENSEN.

ARTICLE VI.

Upon the dissolution of the organization, 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 or corresponding section of any future Federal Tax code, or shall be distributed to the Federal State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3) and their names and addresses are as follows:

Paul Hertensen, 101 Hertensen Way, Inverness, Florida 34450

Jeannie Codraro, 733 E. Bismark St., Hernando, Florida 34442

Susannah Coltri, 503 Emory Street, Inverness, Florida 34450

The method of election of directors is as stated in the Bylaws.

ARTICLE VIII.
INITIAL OFFICERS

The affairs of the Corporation shall be managed by the following officers: President, Vice President, Secretary and Treasurer, who do not have to be members of the Board of Directors. The Board of Directors are selected as stated in the Bylaws. The number of officers may be increased by the Board of Directors as determined necessary and appropriate by such Board. The names of the initial officers who are to serve until the first election are:

President & Director:	Paul Hertensen
Vice President & Director:	Susannah Coltri
Secretary/Treasure/Director:	Jeannie Codraro

All officers and directors shall serve until such time as they resign or until such time as their successors are elected or appointed.

ARTICLE IX.
INCORPORATOR

The name and address of the incorporator of these articles is:

Paul Hertensen
101 Hertensen Way
Inverness, Florida 34450

ARTICLE X.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Board of Directors is subject to this reservation.

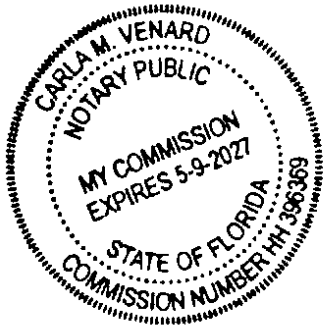
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 22nd day of May, 2023.

Paul Hertensen
PAUL HERTENSEN, Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 22nd day of May, 2023, by PAUL HERTENSEN, who is personally known to me or who did produce _____ as identification, and who did not take an oath.

Carla M. Venard
Notary Public
My Commission Expires: _____
My Commission Number: _____




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First – INVERNESS ARTS AND CULTURE ALLIANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Inverness, County of Citrus, has named Paul Hertensen, located at 101 Hertensen Way, Inverness, State of Florida 34450, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Paul Hertensen
Registered Agent