

N 30640

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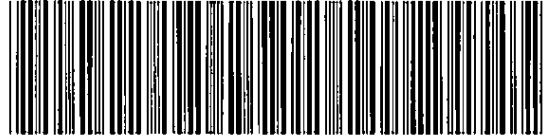
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STATE OF FLORIDA

9/6/2022

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MANATEE COUNTY AGRICULTURAL

Signature \_\_\_\_\_

Requested by: SETH

09/02/22

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

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- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 25, 2022

CAPITAL CONNECTION, INC.

SUBJECT: "FRIENDS OF MANATEE COUNTY AGRICULTURAL MUSEUM, INC." *should be Manatee County Agricultural Museum, Inc.*  
Ref. Number: W22000109507

We have received your document for FRIENDS OF MANATEE COUNTY AGRICULTURAL MUSEUM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 422A00018941

*Document number for Manatee County Agricultural Museum, Inc. is N 30640.*

*Thank you.*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MANATEE COUNTY AGRICULTURAL MUSEUM, INC.,  
a Florida Not For Profit Corporation**

2022 SEP -2 PM 12: 54

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

**ARTICLE I  
NAME**

The name of the Corporation is: FRIENDS OF MANATEE COUNTY AGRICULTURAL MUSEUM, INC. Friends of Manatee County Agricultural Museum, Inc. may hereinafter be referred to as the "Corporation". The principal place of business of the Corporation shall be 1015 6<sup>th</sup> Street West, Palmetto, Florida 34221, although the Corporation may maintain offices elsewhere.

**ARTICLE II  
DURATION**

The Corporation shall exist perpetually, unless sooner dissolved as authorized by law. The Corporation shall commence its existence on the date the certificate of Incorporation is issued by the Secretary of State of Florida.

**ARTICLE III  
PURPOSES**

1. The purpose of which the Corporation is organized is to operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"), specifically including, but not limited to, (i) providing support to the Manatee County Agricultural Museum (the "Museum") in its mission of preserving the history of Manatee County's agricultural industry; (ii) supporting the acquisition, preservation, and curation of both physical artifacts and the recorded history of Manatee County, which includes the Manatee County Agricultural Hall of Fame; and (iii) being an active partner in the larger heritage and arts communities in Manatee County and the surrounding region. The Corporation shall have all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act to effectuate its purposes.

2. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation as set forth in this Article III, and nothing contained in the foregoing statement of purposes shall be construed to authorize

this Corporation to carry on any activity for the profit of its members or to distribute any gains, profits or dividends to its members as such. In carrying out its purpose the Corporation shall be limited as follows:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member of the Corporation, or any private individual shall be entitled to assets upon the dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws (the "Code").
- (c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (d) The Corporation shall not retain any excess business holdings as defined in Section 4934(c) of the Code.
- (e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (f) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.
- (g) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as now exist or as may hereafter be amended, or by organization, contributions to which are deductible under Section 170(c)(2) of the Code as said Regulations now exist or as may hereafter be amended.
- (h) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation, as the Board of Directors shall determine, for the exclusive use of another organization that is organized and operated under § 501(c)(3) (or the corresponding provisions of any future United States Internal Revenue Law) of the Code and engaged in supporting the Museum, or otherwise preserving the heritage of Manatee

County, and if none, for the exclusive use of an organization organized and operated under § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law). Any of such assets not so disposed of shall be disposed of by the Circuit Court in Manatee County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE IV** **MEMBERS**

The Corporation shall have members. The qualifications for members and the manner of their admission shall be as regulated by the Bylaws of the Corporation.

#### **ARTICLE V** **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered agent of the Corporation is 1015 6<sup>th</sup> Street West, Palmetto, Florida 34221 and the name of the registered agent of the Corporation is Martha Ann Glenn.

#### **ARTICLE VI** **DIRECTORS**

The affairs and business of the corporation shall be conducted by a Board of Directors of the Corporation of not less than three (3) members and no more than a number as set by the Board of Directors of the Corporation pursuant to the Bylaws. 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 VII** **INCORPORATOR**

The name and address of the incorporator of these Amended and Restated Articles of Incorporation shall remain as:

Peter Harllee, Sr.	1216 4 <sup>th</sup> Street West, Palmetto, FL 34221
Dick Aalberg	1303 17 <sup>th</sup> Street West, Palmetto, FL 34221
Maxine Hooper	RR2, Upper Manatee River Road, Bradenton, FL 33202
Gini Berry	1548 23 <sup>rd</sup> Avenue West, Palmetto, FL 34221
Alice Myers	327 11 <sup>th</sup> Avenue West, Palmetto, FL 34221

**ARTICLE VIII**  
**BYLAWS**

The Bylaws of the Corporation are to be made, altered or rescinded by the Board of Directors in the manner provided in the Bylaws.

**ARTICLE IX**  
**AMENDMENTS TO ARTICLES**

These Articles of Incorporation can be amended by the Board of Directors at the regular annual meeting or at a special meeting called for that purpose or at a special meeting of the Board called for that purpose. 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 X**  
**CERTIFICATE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

  
Martha Ann Glenn

**ARTICLE XI**  
**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's 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.

#### **ARTICLE XII AUTHORIZATION**

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and the requisite number of votes cast by the Members at a meeting held on August 16, 2022 to be effective 8/18, 2022 in accordance with Section 617.1002 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective 8/18, 2022.

MANATEE COUNTY AGRICULTURAL  
MUSEUM, INC., a Florida Not For Profit  
corporation

By: Martha Ann Glenn  
Martha Ann Glenn, President