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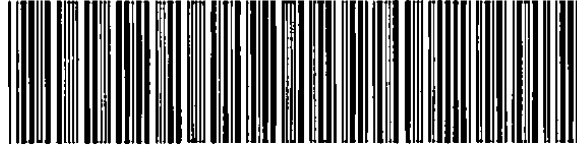
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DEC 17 2019  
C. KINSEY

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ARTS FOUNDATION FOR MARTIN COUNTY, INC.  
A FLORIDA CORPORATION NOT-FOR-PROFIT**

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The Articles of Incorporation of The Arts Foundation for Martin County, Inc., were filed on December 24, 1997. The same Articles of Incorporation are hereby amended and restated as adopted by a majority of a quorum of the members on August 28, 2019, which vote was sufficient for approval.

**ARTICLE I  
NAME**

The name of this corporation is THE ARTS FOUNDATION FOR MARTIN COUNTY, INC., hereinafter referred to as the "Foundation". The mailing address is as designated by the Board of Directors from time to time.

**ARTICLE II  
ENABLING LAW**

The Foundation is organized pursuant to the Florida Not-For-Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III  
PURPOSES**

A. The purposes for which the Foundation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including the support of the programs, services, activities, interests and organizations of The Arts Council, Inc., a Florida corporation not-for-profit, which is organized and operated generally to develop, coordinate and promote the cultural arts in Martin County, Florida. The Foundation shall develop, establish and continue activities and programs which will enable and assist The Arts Council, Inc., to accomplish its goals and objectives.

B. No dividends shall be paid, and no part of the income of the corporation shall be distributed or inure to the benefit of any member, trustee or officer.

C. The Foundation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the Foundation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth in Paragraph A of this Article.

D. Other provisions of these Articles of Incorporation notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law; or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal revenue Law.

#### **ARTICLE IV** **TERM**

The Foundation shall have a perpetual existence.

#### **ARTICLE V** **MEMBERSHIP**

The Foundation shall have no members and shall not be a membership corporation.

#### **ARTICLE VI** **MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of the Foundation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The Foundation shall have no more than twenty-one (21) nor less than three (3) board members. The number of Directors shall be established and may be either increased or diminished from time to time by resolution duly adopted by the Board of Directors. The board members shall be elected as provided in the By-laws.

B. Elective Officers. The officers of the Foundation shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. Other offices and officers may be established or appointed by the Board of Directors of the Foundation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-laws.

C. Executive Committee. The Board of Directors is authorized to designate an Executive Committee composed of such number of the members of the Board as provided in the Bylaws. The Executive Committee shall exercise all authority of the Board of Directors as to all matters whatsoever, except if expressly and specifically prohibited or limited by law, and except as to matters set forth in Articles VIII, IX and X hereof, for which a specific vote of a quorum of the entire Board of Directors shall be required.

**ARTICLE VII**  
**LOCATION OF REGISTERED OFFICE; IDENTIFICATION OF REGISTERED AGENT**

A. The address of the Foundation's registered office in the State of Florida, and the name of the Foundation's registered agent is as designated from time to time by the Board of Directors.

**ARTICLE VIII**  
**BY-LAWS**

By-laws will be adopted by the Board of Directors. Such By-laws may be amended or repealed, in whole or in part, in the manner provided therein.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be adopted by a majority vote of the Board of Directors of the Foundation.

**ARTICLE X**  
**DISSOLUTION**

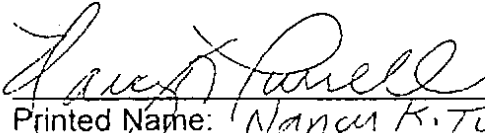
The Foundation shall be dissolved, and its affairs wound up by a two-thirds vote of the Board of Directors or when the object for which the corporation is organized has been fully accomplished. In the event of dissolution of the Foundation, property of the Foundation shall be distributed in such shares as the Board of Directors may in their sole discretion then determine to one or more organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, or to the federal, state or local government for exclusive public use.

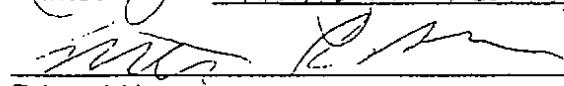
**ARTICLE XI**  
**INDEMNIFICATION**

Every Director, officer and member of the Foundation shall be indemnified by the Foundation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or settlement of any proceeding to which he may become involved by reason of being or having been a Director, officer or committee member of the Foundation, whether or not he or she is a Director, officer or committee member at the time such expenses are incurred. The Board of Directors will maintain Director and Officer liability insurance.

**IN WITNESS WHEREOF**, the undersigned has caused these presents to be signed in its name by its Chairman, its Secretary and its corporate seal affixed this 18<sup>th</sup> day of September, 2019.

WITNESSES AS TO CHAIRMAN:

  
Printed Name: Nancy K. Turro, II

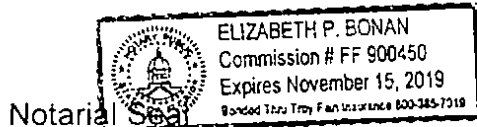
  
Printed Name: Elizabeth P. Bonan

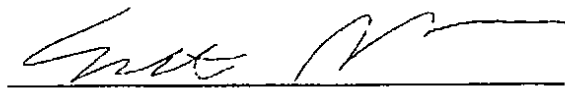
THE ARTS FOUNDATION FOR MARTIN  
COUNTY, INC.

By:   
Neil Capozzi, Chairman


STATE OF FLORIDA  
COUNTY OF MARTIN

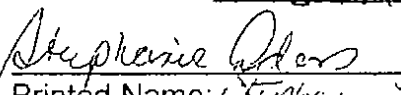
The foregoing instrument was acknowledged before me on September 16, 2019,  
by Neil Capozzi, as Chairman of The Arts Foundation for Martin County, Inc., ☒ who is  
personally known to me, or ☐ who has produced identification [Type of Identification:  
\_\_\_\_\_].



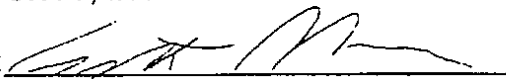
  
Notary Public

WITNESSES AS TO SECRETARY:

  
Printed Name: Susan Powell

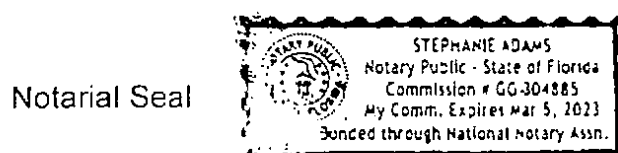
  
Printed Name: Stephanie Adams

THE ARTS FOUNDATION FOR MARTIN  
COUNTY, INC.

By:   
Elizabeth P. Bonan, Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on September 18, 2019,  
by Elizabeth P. Bonan, as Secretary of The Arts Foundation for Martin County, Inc., ☐  
who is personally known to me, or ☐ who has produced identification [Type of  
Identification: \_\_\_\_\_].



  
Notary Public

CORPORATE  
SEAL

