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Division of Corporations

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
SHO FU BONSAI SOCIETY OF SARASOTA, INC.

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January 6, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SHO FU BONSAI SOCIETY OF SARASOTA, INC.
402 VILLAS DRIVE
VENICE, FL 34285US

SUBJECT: SHO FU BONSAI SOCIETY OF SARASOTA, INC.
REF: N98000002257

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H12000004127
Letter Number: 512A00000350

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF****SHO FU BONSAI SOCIETY OF SARASOTA, INC.,****A Corporation Not For Profit
Under Chapter 617 of the Florida Statutes**

In accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Amended and Restated Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the Corporation is:

Sho Fu Bonsai Society of Sarasota, Inc.

**ARTICLE II.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address of this Corporation shall be:

c/o Joel D. Fedder
3590 Mistletoe Lane
Longboat Key, FL 34228

**ARTICLE III.
CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless sooner dissolved as authorized by law. Distributions upon the dissolution of the Corporation shall be made according to the terms set forth in Article XI.

**ARTICLE IV.
PURPOSE(s)**

The purposes for which the Corporation is organized are exclusively for charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any United States Internal Revenue law.

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(i) The general nature, objects and purposes for which the Corporation is organized, and the powers of the Corporation, shall be to operate without profit exclusively for charitable, educational, or other purposes as permitted by section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter amended.

(ii) Receiving gifts and bequests and to use the principle and income generated from the investment of the gifts and bequests for the benefit of the Corporation, or such other charitable, religious or educational organizations that are described in 501 (c) (3) of the Internal revenue Code of 1986, as amended (the "Code"), and exempt from taxation under Section 501 (a) of the Code.

(iii) At no time may the Corporation engage in any business, such as making any social or recreational facilities owned by the Corporation available to the general public or by selling real estate, timber, or other products. Nor may the Corporation solicit by advertisement or otherwise for public patronage of any facilities owned by the Corporation.

(iv) Any business transactions with nonmembers must be incidental to and in furtherance of the purpose of the Corporation; gross receipts from such transactions must be substantially the same as costs and expenses connected with such transactions; the amount of proceeds from such activities must be small in comparison with income from all sources; and no part of net earnings may inure to the benefit of the members.

ARTICLE V. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of, a Board of Directors consisting of no less than three (3) persons, and no more than nine (9) persons. The election of directors and their terms of holding office shall be regulated by the By-laws of the Corporation.

ARTICLE VI. OFFICERS

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as regulated by the By-laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as regulated by the By-laws of the Corporation.

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ARTICLE VII.
BY-LAWS

The By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to adopt, amend, alter, or repeal By-laws shall be vested in the Board of Directors unless otherwise provided in the By-laws. By-laws may be adopted, amended, altered, or repealed by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of said meeting has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt, amend, alter, or repeal By-laws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Corporation.

Notice of a special meeting to amend the By-Laws, shall contain the proposed alterations or amendments and the provisions of the existing By-Laws involved in the change.

In addition to the Board proposing amendments, seventy-five percent (75%) of the members of Sho Fu Bonsai Society may initiate a proposal for alteration, amendment or repeal of the By-Laws by submitting a written request for same, signed by the members.

The President shall call a special meeting of the Board to vote on the proposed alterations or amendments of the By-Laws by the members not later than sixty (60) days after receipt of the written request.

Notice of the special meeting of the Board shall comply with the provisions of this Section.

ARTICLE VIII.
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 3590 Mistletoe Lane, Longboat Key FL 34228, and the name of the registered agent of this Corporation at that address is Joel D. Fedder.

ARTICLE IX.
MEMBERSHIP

The Corporation is organized upon a non-stock basis. The qualifications for members and the manner of their admission shall be regulated by the By-laws of the Corporation.

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ARTICLE VII.
BY-LAWS

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Notice of a special meeting to amend the By-Laws, shall contain the proposed alterations or amendments and the provisions of the existing By-Laws involved in the change.

In addition to the Board proposing amendments, seventy-five percent (75%) of the members of Sho Fu Bonsai Society may initiate a proposal for alteration, amendment or repeal of the By-Laws by submitting a written request for same, signed by the members.

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ARTICLE X.
AMENDMENT

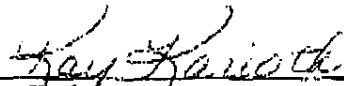
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law. Notice of the proposed amendment shall be given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to a regular or special business meeting called for that purpose. These Articles of Incorporation may be amended by the Directors of prior to the meeting. Any action of the Board of Directors to amend the Articles of Incorporation shall require an affirmative vote of two-thirds (2/3) of the then elected and qualified Directors of the Corporation.

ARTICLE XI.
DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501 (c) (3) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue Law), or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principle office of the corporation shall then be located, exclusively for such charitable purposes of such charitable organization or organizations described in Section 501 (c) (3) of the Code as the Court shall select.

This Restatement was adopted by the Board of Directors and does not contain any amendments requiring Member approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 25 day of January, 2012.



Kay Kariath
President

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of SHO FU BONSAI SOCIETY OF SARASOTA, INC. to accept services of process upon said Corporation in this State. The undersigned is familiar with, and accepts, the obligations of this position.


Joel D. Fedder
Registered Agent

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