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Email Address: ccaswell@caswelllegal.com**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WESTCOAST BLACK THEATRE TROUPE OF FLORIDA,
INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA*Handwritten signature and date: 1/21/14*

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF

WESTCOAST BLACK THEATER TROUPE OF FLORIDA, INC.,

a Florida not for profit corporation.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Restated and Amended Articles of Incorporation for the corporation:

ARTICLE I. NAME

The name of the corporation is: **WESTCOAST BLACK THEATER TROUPE OF FLORIDA, INC.**

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. PURPOSES

A. The corporation is a not for profit corporation. The purposes for which the corporation is organized shall be to establish and maintain a not for profit, educational and charitable resident and touring theatrical troupe utilizing primarily, but not exclusively, African-American actors and actresses and presenting in theater and drama African-American culture and history.

B. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code. Additional purposes shall include community development through the establishment of theater and educational facilities and programs, to the extent such purposes are deemed to be included within the general purposes described herein.

C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office; and shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from

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federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

ARTICLE IV. MEMBERS.

The sole class of members of this corporation shall be its trustees. The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of members shall be as regulated in the By-Laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V. SUBSCRIBERS

THIS ARTICLE INTENTIONALLY REMOVED

ARTICLE VI. BOARD OF TRUSTEES

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of trustees. The number of trustees shall be three, or such greater number as may be determined from time to time by the By-Laws of the corporation.

The terms of the trustees shall be set forth in the By-Laws of the corporation.

THE REMAINDER OF THIS ARTICLE INTENTIONALLY REMOVED

ARTICLE VII. OFFICERS

The affairs of this corporation shall be managed by the following officers: President or Chief Executive Officer, one or -more Vice Presidents, Secretary and Treasurer, and such other officers as may be prescribed in the By-Laws. Each officer shall be elected by the Board of Trustees at the annual meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected

THE REMAINDER OF THIS ARTICLE INTENTIONALLY REMOVED

ARTICLE VIII. BY-LAWS

The By-Laws of the corporation may be adopted or amended by the members of the Board of Trustees at any annual meeting or special meeting by a two- thirds vote of the members

present, unless otherwise provided in the By-Laws.

ARTICLE IX. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the members of the Board of Trustees at any annual meeting or special meeting by a two-thirds vote of the members present.

ARTICLE X. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation and the street address of the initial registered office of the corporation is 1343 Main St., Suite 300, Sarasota, FL 34236 and the mailing address is PO Box 1086, Sarasota, FL 34230. The registered agent is Christine Jennings.

ARTICLE XI. DISPOSITION UPON DISSOLUTION

On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Trustees has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Trustees of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

ARTICLE XII. INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

This Amendment and Restatement of the Articles of Incorporation have been adopted and are

effective as of January 16, 2014

The amendment(s) was/were approved and the Restatement of the Articles of Incorporation have been adopted by the Board of Trustees of the corporation, which also comprises the members of the Corporation.


Julie Leach, Chairman of the Board of Trustees