

P36758

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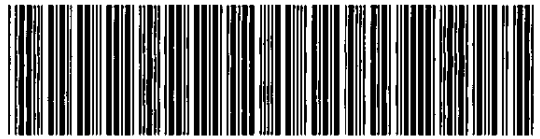
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/24/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southern Arts Federation, Inc.
Name of Corporation

DOCUMENT NUMBER: P36758

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Naeemah T. Frazier
Name of Contact Person

South Arts, Inc.
Firm/Company

1800 Peachtree Street, NW, Suite 808
Address

Atlanta, Ga 30309
City/State and Zip Code

nfrazier@southarts.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gerri Combs at (404) 874-7244
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(Pursuant to s. 617.1504, F.S.)

P36758

FILED
10 MAR 23 PM 12:55
SECRETARY OF STATE
TALLAHASSEE
(in Florida)
FLORIDA

2. North Carolina 3. December 20, 1991
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

FILED
10 MAR 23 PM 12:55
SECRETARY OF STATE
TALLAHASSEE
(in Florida)
FLORIDA

- Executive Director**
(Title of person signing)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

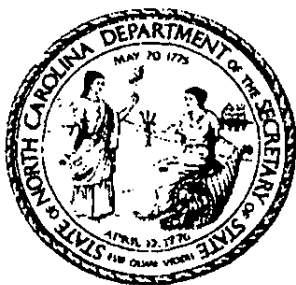
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF RESTATEMENT

OF

**SOUTHERN ARTS FEDERATION, INC.
WHICH CHANGED ITS NAME TO
SOUTH ARTS, INC.**

the original of which was filed in this office on the 29th day of January, 2010.



**IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 29th day of January, 2010**

Elaine F. Marshall
Secretary of State

SOSID: 0136818
Date Filed: 1/29/2010 10:51:00 AM
Elaine F. Marshall
North Carolina Secretary of State
C201002800042

State of North Carolina
Department of the Secretary of State

ARTICLES OF RESTATEMENT
FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: Southern Arts Federation, Inc.
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
 - a. ☐ These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. ☒ These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) The corporation has no members.
 - c. ☐ These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
 - d. ☐ These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 25 day of January, 20 10

Southern Arts Federation, Inc.

Name of Corporation

Geri Combs

Signature

Geri Combs, Executive Director

Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

(Revised Jan 2003)

Corporations Division

PO Box 29622

(Form N-03)

Raleigh, NC 27626-0622

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTHERN ARTS FEDERATION, INC.
(hereafter referred to as SOUTH ARTS, INC.)**

ARTICLE I. NAME

The name of the corporation is hereby changed from Southern Arts Federation, Inc. and will hereafter be:

South Arts, Inc.

ARTICLE II. INCORPORATION

The corporation is incorporated pursuant to the North Carolina Nonprofit Corporation Act.

ARTICLE III. MEMBERS

The corporation shall have no members.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 150 Fayetteville Street, Box 1011, Raleigh Wake County, North Carolina, 27601. The initial registered agent of the corporation at such address shall be CT Corporation System.

ARTICLE V. ADDRESS

The mailing address of the principal office of the corporation is 1800 Peachtree Street NW, Suite 808, Atlanta, Fulton County, Georgia 30309.

ARTICLE VI. PURPOSE

A. The corporation is organized pursuant to the North Carolina Nonprofit Corporation Act exclusively for the following purposes:

(i) To enhance the public value of the arts within the states, commonwealths, and territories of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and Puerto Rico, in particular promoting and supporting the unique heritage of the arts in the South;

(ii) To promote and enhance the artistic excellence and professionalism of Southern arts organizations and Southern artists and serve the diverse population of the South;

(iii) To assist in the development of artists, arts professionals and arts organizations;

(iv) To present, promote and produce programming and reference materials on Southern arts and culture;

(v) To promote and advocate the arts and arts education;

(vi) To collaborate with other national, state, and local charitable organizations whose mission and purposes are consistent with the Corporation; and

(vii) To engage in any other lawful activities whatsoever that are necessary, incident, or convenient to the carrying on of the charitable purposes of the Corporation pursuant to the North Carolina Nonprofit Corporation Act or any act amendatory thereof or supplemental thereto that may now or hereafter be in force.

ARTICLE VII. INTERNAL REVENUE CODE REQUIREMENTS

A. The Corporation shall be operated exclusively as a nonprofit corporation for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The method of election for the members of the Board of Directors shall be set out in the Bylaws.

ARTICLE IX. DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of or be distributable to any of its directors, officers or other private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

ARTICLE X. DIRECTOR LIABILITY

No director shall have any personal liability to the corporation or its members for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of any director for (a) acts or omissions that the director knew or believed were clearly in conflict with the best interests of the corporation; (b) any liability imposed by General Statutes 55A-8-32 or 55A-8-33 of the North Carolina Nonprofit Corporation Act; (c) any transaction from which the director derived an improper personal benefit; or (d) any acts or omissions occurring prior to the date of these Amended and Restated Articles of Incorporation.

ARTICLE XI. APPROVAL BY BOARD OF DIRECTORS

The Board of Directors of the corporation duly approved, adopted, and ratified these Amended and Restated Articles of Incorporation at its meeting held on November 12, 2009, and authorized and directed the Executive Director of the corporation to execute the same on behalf of the corporation and file the same with the Secretary of State of North Carolina.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 25th day of January, 2010. The Articles shall be deemed effective as of the earliest date filed with the Secretary of State of North Carolina.


Geri Combs, Executive Director