

N93000001175

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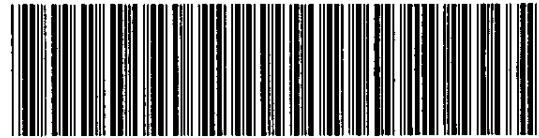
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1. CONCERT ON THE GREEN, INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

**CONCERT ON THE GREEN, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Florida not for profit corporation, Concert on the Green, Inc. (hereinafter referred to as the "Corporation"), adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on March 4, 1993; Document Number N93000001175.

ARTICLE I - NAME

The name of this Corporation is:

Concert on the Green, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The current principal place of business of the Corporation is:

1432 Course View Drive
Fleming Island, Florida 32003

The current mailing address of the Corporation is:

P.O. Box 1275
Orange Park, Florida 32067-1275

ARTICLE III - DURATION

This Corporation commenced its corporate existence on March 4, 1993. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

A. This Corporation was formed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized solely and exclusively to provide music and visual art scholarship opportunities to the resident students of Clay County, Florida, by organizing an annual outdoor symphonic event for Clay County residents.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the current registered agent and the street address of the current registered agent of this Corporation is:

T. Hailey Hatcher
Attorney at Law
1405 Kingsley Avenue
Orange Park, FL 32073

ARTICLE VI - MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised by, its assets managed and controlled by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Board of Directors, shall be by a duly adopted resolution of the Directors or contained within the duly adopted Bylaws of the Corporation.

B. The names and addresses of the current Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lauren H. Hoffman	P.O. Box 1275 Orange Park, FL 32067
George F. Smith	P.O. Box 1275 Orange Park, FL 32067
T. Hailey Hatcher	P.O. Box 1275 Orange Park, FL 32067

ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 IV hereof.

B. No part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the affairs 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 remaining assets of the Corporation to such organization or organizations as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located to such organization or organizations as such court shall determine.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a two-thirds (2/3) majority vote (greater than 66.66%) of the Directors present at

any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present.

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation on February 10, 2014. These Amended and Restated Articles of Incorporation were **not** required to be approved by a vote of the Members of the Corporation. The above mentioned vote of the Directors was a sufficient number to approve these Amended and Restated Articles of Incorporation, and no other or further votes or approvals were necessary.

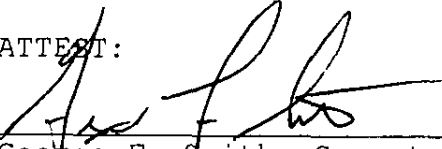
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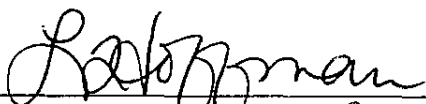
IN WITNESS WHEREOF, the undersigned authorized Officers
have executed these Amended and Restated Articles of
Incorporation on behalf of the Corporation and in their capacity
as Officers and Directors on this 5 day of March, 2014.

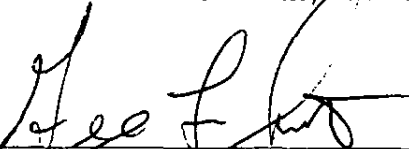
**Concert on the Green, Inc.,
a Florida not for profit corporation**

BY: 
Lauren H. Hoffman, President

ATTEST:


George F. Smith, Secretary

BY: 
Lauren H. Hoffman, Director

BY: 
George F. Smith, Director

BY: 
T. Hailey Hatcher, Director

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 48.091 and Section 617.0501, Florida Statutes, the following is submitted:

Concert on the Green, Inc.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

T. Hailey Hatcher
Attorney at Law
1405 Kingsley Avenue
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with said laws of the State of Florida, and I hereby agree to act in this capacity, and I agree to comply with the provisions of said laws.



T. Hailey Hatcher,
Attorney at Law