

Restated and Revised addendum
to
Articles of Incorporation
for the
South Venice Civic Association, Inc.

Document number 732834

The Articles of Incorporation of the South Venice Civic Association are hereby restated and amended as a whole with newly amended articles to read as follows:

Article I

Name

The name of the Corporation shall be the SOUTH VENICE CIVIC ASSOCIATION INC (hereafter referred to as the “Corporation” or “SVCA”), and it is located in the neighborhood of South Venice in Sarasota County, Florida.

Article II

Purpose

- A. The purpose of this Corporation shall be the maintenance and management of an association for the promotion of civic interest and involvement among its members as an exempt organization under 501(c)(4) of the internal revenue code or the corresponding section of any future federal tax code.
- B. The mission of this Corporation is to protect, preserve, and improve our community's character, conditions, and quality of life. In addition, to promote our civic, social, intellectual, and recreational interests, as well as to advocate for the community in matters affecting those interests that may come before Local, County, State and Federal governments.
- C. The Corporation may establish, from time to time as the Board of Directors deems necessary, subordinate corporations with the purposes of the sub corporation being exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

- (1) To promote civic betterment, social welfare, education, to further the common good and general welfare of the community, and to care for and improve its legal properties.
- (2) In addition to charitable, educational, and scientific activities, erect and maintain public buildings and facilities, monuments, or works; reduce neighborhood tensions; eliminate prejudice and discrimination; defend human and civic rights secured by law, and combat community deterioration.

D. The Corporation shall not be for profit or gain.

Article III Membership

Every person, and the members of their immediate families, who are owners or annual leased tenants of residential property within or abutting the SOUTH VENICE SUBDIVISION, as defined in Article XI, are eligible to become a member of this organization, by application. Application procedures and rules of membership shall be as written in the By-Laws of the Corporation. There shall be two classes of membership:

- A. Active Membership. This category of membership shall be limited to owners or annual leased tenants of residential property in the South Venice Subdivision. They have full voting privileges.
- B. Associate Membership. This category of membership shall be other persons or businesses who request to attend SVCA member events but are not residents in the South Venice Subdivision. They have no voting privileges.

Article IV Directors

The business affairs of this Corporation shall be managed by a Board of Directors which shall be elected from and by the membership of the Corporation. The term of the directors shall be for one (1) year. All legal instruments of this Corporation shall be approved by the Board and signed by the President and attested by the Secretary of such board, or in any other manner as may be authorized by law. Election to the Board of Directors shall be by a majority vote of the membership as laid out in the By-Laws of the Corporation.

Article V
Officers

The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary, and Treasurer, and other officers, assistant officers, and agents that the Board of Directors from time to time may deem necessary. The same person may hold two or more offices with the following Exceptions:

- A. The President shall not hold concurrently the Office of Treasurer or Secretary
- B. The Vice President may hold concurrently the offices of the Treasurer or Secretary unless assuming the role of temporary President. If this occurs the roles of Treasurer or Secretary shall be assigned to another Board member.
- C. The Treasurer shall not hold concurrently the Office of Secretary.

Article VI
By-Laws

The Corporation shall establish By-Laws for the governing of the Corporation in accordance with the applicable Florida Statutes.

Article VII
Indebtedness

The highest amount of indebtedness or liability to which this corporation may at any time subject itself shall never be greater than one-tenth (1/10) of the Total Assets of the Corporation.

Article VIII
Term

This Corporation shall exist perpetually or until dissolved according to Law.

Article IX
Value of Real Estate

The amount and value of real estate which the Corporation may hold shall not exceed \$20 million dollars.

Article X
Amendments

These Articles may be amended at any annual meeting of the Corporation or at any other such meeting of the Corporation called for such purpose by the Board of Directors provided that the amendment has been:

- A. Submitted to the President of the Board in writing.
- B. Reviewed and approved by all members of the Board of Directors.
- C. Published in the official Corporation Publication for a period of 30 Days.
- D. Approved with a minimum yes vote from 25 members or 10% of the active membership, whichever is greater.
- E. Voting may be made in person at the meeting, by proxy per the By-Laws, by US Mail, Electronic Mail, or other Electronic Means as determined by the Board of Directors.

All amendments to these Articles shall be published in the official corporation publication within 30 days after final approval, signed by the Secretary of the Board and submitted to the State of Florida in accordance with applicable law.

Article XI
Definitions

“South Venice”, South Venice Subdivision”, or subdivision means “the original platted South Venice Subdivision, Units 1 - 75 inclusive, and owners of real property abutting the original platted South Venice Subdivision, namely Manasota Land and Timber, South Venice Shores, Yacht Club Estates, Cathay’s Cove, and Sunset Beach Unit 1, Jacaranda Heights, Lemon Bay Estates, Mount Acres, Manasota Sub Lot 7 blk J, Florida Tropical Homesites and little Farms, and Blue Heron Estates.

Article XII
Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 II. Directors and officers shall report any conflicts of interest to the board and any conflicts of interest shall be annotated in the board meeting minutes. Members of a single household may not serve concurrently as a director or

officer or be nominated to fill any position that would cause a potential conflict of interest.

Article XIII
Distributions Upon Dissolution

Upon dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(C) 4 of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIV
Indemnification

The Corporation shall provide indemnification to the serving Board of Directors as stated in the applicable Florida Statutes as amended from time to time. The Corporation shall have the authority to purchase and maintain insurance on behalf of any person who is or was an agent of the Corporation against any liability or claim asserted against the agent and incurred while acting in their capacity as an agent or arising out of their status as an agent of the Corporation. The directors of this Corporation shall not be personally liable for its debts, liabilities or other obligations. Directors are not covered if the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, violates the prohibited activities outlined in the Articles of Incorporation or as otherwise provided under applicable statute.

Approved by the Board of Directors on _____

Approved by the Membership on _____

Signed _____ Date: _____
Board President

Signed: _____ Date: _____
Paul Gilmartin, Board Secretary

