

**RESOLUTION OF THE BOARD OF DIRECTORS OF
FINANCING CORPORATION FOR THE SCHOOL BOARD
OF SARASOTA COUNTY, FLORIDA
ADOPTED AT A MEETING OF THE BOARD HELD ON MARCH 7, 2017**

BE IT RESOLVED BY THE BOARD OF DIRECTOS OF FINANCING CORPORATION FOR THE SCHOOL BOARD OF SARASOTA COUNTY, FLORIDA, a not-for-profit corporation (the “Corporation”) as follows:

WHEREAS, the Corporation desires to amend and restate its Articles of Incorporation; and

WHEREAS, the directors of the Corporation have been presented with and fully read a document captioned “Amended and Restated Articles of Incorporation of Financing Corporation for the School Board of Sarasota County, Florida (the “Amendment”); and

WHEREAS, the directors have determined the Amendment to be in the best interests of the Corporation and approve the Amendment; and

WHEREAS, the directors desire to amend the Bylaws and have been presented with and fully read the proposed amendments to the bylaws; and

WHEREAS, the directors approve such amendments to the Bylaws; and

WHEREAS, the directors desire to confirm the officers of the Corporation; and

WHEREAS, upon review and discussion of the past actions of the officers and directors of the Corporation, the directors desire to ratify such actions; and

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED AS FOLLOWS:

1. The Amendment is hereby approved, ratified and confirmed.
2. The Bylaws of the Financing Corporation for the School Board of Sarasota County, Florida (a not-for profit corporation) be and hereby are amended as follows:
 - a. Article III, Meetings of Members, shall be replaced in its entirety with the following:

“ARTICLE III. MEETINGS OF MEMBERS

The annual meeting of the members of this corporation shall be held in Sarasota County, Florida during the month of November, during or just after the annual organizational meeting of the School Board, at the same location as the meeting of the School Board. The purpose of the annual meeting shall be to discuss matters which are in the common interest of the members and to suggest courses of action to be considered by the Board of Directors. Notice of the annual meeting shall be given by the Secretary/Treasurer to the members in the same manner as notice of the School Board annual meeting is given to members of the School Board. Special meetings may

be held at the call of the President or by written request of any member. Notice of each special meeting shall be given by the Secretary/Treasurer not less than three (3) days before that meeting. Any notice requirement hereunder may be waived for a particular meeting by the unanimous written consent of the members.”

b. Article V, Meetings of the Board of Directors, shall be amended to read as follows:

“Section 1. Annual Meeting. The annual meeting of the Board of Directors of this corporation shall be held in Sarasota County, Florida, each year on the same date as the annual reorganizational meeting of the School Board. The place shall be at the same location as the meeting of the School Board. Notice of the annual meeting shall be given by the Secretary/Treasurer to each Director in the same manner as notice of the School Board annual meeting is given to members of the School Board; provided, however, such notice requirement may be waived by the unanimous written request of the Board of Directors.”

3. It is hereby confirmed that the following-named persons are the current officers of the Corporation and will serve in the respective offices shown below, until the next annual meeting of the directors, or until their respective successors be duly elected and qualify, whichever shall first occur:

Caroline Zucker	-	President
Todd Bowden	-	Secretary

4. It is hereby confirmed that current registered agent of the Corporation shall be the duly elected and qualified Secretary of the Corporation.

5. All things done and all actions taken by the officer and directors of the Corporation, since the first meeting of the directors, be and hereby are confirmed, ratified and approved.

6. All previous resolutions of the Board of Directors that are inconsistent with this Resolution be, and the same hereby are, repealed, revoked and rescinded to the extent of any such inconsistency.

This Resolution adopted and approved this 7th day of March 2017.

**FINANCING CORPORATION FOR THE SCHOOL
BOARD OF SARASOTA COUNTY, FLORIDA**

(SEAL)

By: _____
Chairman, Board of Directors

Attest:

By: _____
Secretary

**APPOINTMENT OF REGISTERED AGENT AND
DESIGNATION OF REGISTERED OFFICE**

Pursuant to Section 617.0501, Florida Statutes, Financing Corporation for the School Board of Sarasota County, Florida hereby appoints Todd Bowden as its initial registered agent to accept service of process within the state of Florida on behalf of Financing Corporation for the School Board of Sarasota County, Florida. Financing Corporation for the School Board of Sarasota County, Florida further designates 1960 Landings Boulevard, Sarasota, Florida 34231 as the initial registered office of Financing Corporation for the School Board of Sarasota County, Florida.

Having been named as the registered agent to accept service of process for the above not-for-profit corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of Chapter 617, Florida Statutes, relative to acting as registered agent and maintaining the registered office. I further state that I am familiar with, and accept, the obligations provided in Chapter 617, Florida Statutes, particularly Section 617.0503, Florida Statutes.

(Registered Agent)