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MERGER OR SHARE EXCHANGE  
Brevard Art Museum Inc.

Certificate of Status	0
Certified Copy	1
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per Mary Fendle advised to abandon the file 2nd document. (H 11000172819)

CHG  
@ 7/1/11

**ARTICLES OF MERGER**  
**(Not for Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Brevard Art Museum Inc.</u>	<u>Florida</u>	<u>741921</u>

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**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>FIT Acquisition, Inc.</u>	<u>Florida</u>	<u>N11000006192</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 7 / 1 /2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

*(Attach additional sheets if necessary)*

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 6 / 28 /2011. The number of directors in office was 21. The vote for the plan was as follows: 17 FOR 0 AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

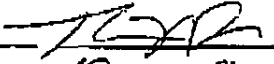
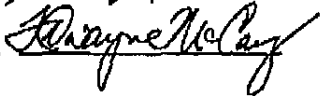
**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_.  
The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Brevard Art Museum Inc.		Thomas L. Powers, Chairman, Board of Trustees
FIT Acquisition, Inc.		T. Dwayne McCay, President

### PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation,

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Brevard Art Museum Inc.</u>	<u>Florida</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>FIT Acquisition, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

The terms and conditions of the merger are as follows:

FIT Acquisition, Inc. (the merging corporation) shall be merged with and into Brevard Art Museum Inc. (the surviving corporation). The separate existence of the merging corporation shall cease and the merging corporation shall be merged with and into the surviving corporation. The surviving corporation shall possess, to the extent permitted under Chapter 617, Florida Statutes, all of the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of the merging corporation and all and singular, the rights, privileges, powers and franchises of the merging corporation, and all property, real, personal and mixed, and all debts due to the merging corporation on whatever account, and all other things in action or belonging to the merging corporation, shall be vested in the surviving corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the surviving corporation as they were of the merging corporation, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction in the merging corporation shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the merging corporation shall be preserved unimpaired, and all debts, liabilities and duties of the merging corporation shall thenceforth attach to the surviving corporation and may be enforced against the surviving corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the surviving corporation. The sole member of the merging corporation shall be the sole member of the surviving corporation.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

The Articles of Incorporation of the surviving corporation shall be amended and restated, in the form of the Amended and Restated Articles of Incorporation attached hereto as Exhibit A. Pursuant to the Amended and Restated Articles of Incorporation, following the merger Florida Institute of Technology, Inc. shall be the sole member of the surviving corporation and the name of the surviving corporation shall be FIT Museum of Art, Inc.

Other provisions relating to the merger are as follows:

1. As of the effective time of the merger, the surviving corporation's Bylaws shall be amended and restated and shall be the Bylaws of the surviving corporation.
2. The current officers of the surviving corporation shall resign immediately prior to the effective time of the merger.
3. The members of the surviving corporation's board of trustees and all members of its executive committee shall resign immediately prior to the effective time of the merger. The sole member of the surviving corporation shall appoint such members to the surviving corporation's board of trustees as it deems desirable.
4. Further provisions relating to the merger have been agreed to by the merging corporation and the surviving corporation and are set forth in an Agreement and Plan of Merger executed by the merging corporation and the surviving corporation. These provisions include, but are not limited to, the operation of the museum facilities and education center, community outreach programs that are to continue for a period of time after the merger, benefits accruing to the members of the surviving corporation immediately prior to the merger that are to remain undisturbed for a certain period of time after the merger, the retention of employees and volunteers of the surviving entity after the merger, and patron commitments to be honored after the merger.

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BREVARD ART MUSEUM INC.**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be FIT Museum of Art, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 150 W. University Blvd., Melbourne, Florida 32901-6988. The mailing address of the Corporation is 150 W. University Blvd., c/o VP for Financial Affairs, Melbourne, Florida 32901-6988

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purpose of this corporation shall be to operate a museum exhibiting art work and conducting art-related programs for the public benefit. In furtherance of this purpose, the Corporation will operate a permanent and professional museum,

open to the public, with at least one paid staff member who will manage exhibitions of the art work and community outreach programs.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).



**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 150 W. University Blvd., Melbourne, Florida 32901-6988, and the name of the registered agent of the Corporation at that address is Robert Niebuhr. The Board of Trustees may from time to time designate a new registered office and registered agent.

**ARTICLE V - SOLE MEMBER**

The name and address of the sole member of the Corporation are Florida Institute of Technology, Inc., 150 W. University Blvd., Melbourne, Florida 32901-6988. Florida Institute of Technology, Inc. is a Florida corporation not for profit, organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

**ARTICLE VI - BOARD OF TRUSTEES**

A. All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Trustees. The Board of Trustees of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of trustees shall be as set forth in the Bylaws, and the Board of Trustees shall at all times consist of at least three (3) persons.

E. The names addresses of the trustees of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Raymond Armstrong	150 W. University Blvd. Melbourne, Florida 32901
Richard Baney	150 W. University Blvd. Melbourne, Florida 32901
Nathan M. Bisk	150 W. University Blvd. Melbourne, Florida 32901
Harry E. Brandon	150 W. University Blvd. Melbourne, Florida 32901

Joseph Caruso	150 W. University Blvd. Melbourne, Florida 32901
Anthony J. Catanese	150 W. University Blvd. Melbourne, Florida 32901
Andrew Clark	150 W. University Blvd. Melbourne, Florida 32901
Charles Clemente	150 W. University Blvd. Melbourne, Florida 32901
Dale Dettner	150 W. University Blvd. Melbourne, Florida 32901
Phillip W. Farmer	150 W. University Blvd. Melbourne, Florida 32901
Joseph M. Flammio	150 W. University Blvd. Melbourne, Florida 32901
Steven Freeman	150 W. University Blvd. Melbourne, Florida 32901
Ruth E. Funk	150 W. University Blvd. Melbourne, Florida 32901
John T. Hartley	150 W. University Blvd. Melbourne, Florida 32901
Henry Heflich	150 W. University Blvd. Melbourne, Florida 32901
Allen S. Henry	150 W. University Blvd. Melbourne, Florida 32901
Bjornar Hermansen	150 W. University Blvd. Melbourne, Florida 32901
Erik E. Joh	150 W. University Blvd. Melbourne, Florida 32901
Malcolm R. Kirschenbaum	150 W. University Blvd. Melbourne, Florida 32901
Howard L. Lance	150 W. University Blvd. Melbourne, Florida 32901

Richard P. McNeight	150 W. University Blvd. Melbourne, Florida 32901
William Muns	150 W. University Blvd. Melbourne, Florida 32901
Robert L. Phebus, Jr.	150 W. University Blvd. Melbourne, Florida 32901
William Potter	150 W. University Blvd. Melbourne, Florida 32901
James E. Pruitt	150 W. University Blvd. Melbourne, Florida 32901
Kenneth P. Revay	150 W. University Blvd. Melbourne, Florida 32901
Michael Scafati	150 W. University Blvd. Melbourne, Florida 32901
Edward W. Scott, Jr.	150 W. University Blvd. Melbourne, Florida 32901
Scott J. Seymour	150 W. University Blvd. Melbourne, Florida 32901
John L. Slack	150 W. University Blvd. Melbourne, Florida 32901
F. Alan Smith	150 W. University Blvd. Melbourne, Florida 32901
Elizabeth J. Swann	150 W. University Blvd. Melbourne, Florida 32901
Jim Thomas	150 W. University Blvd. Melbourne, Florida 32901
Tom Vice	150 W. University Blvd. Melbourne, Florida 32901
Jonathan Zung	150 W. University Blvd. Melbourne, Florida 32901

C. The names and addresses of the Corporation's trustees emeritus are as follows:

Joseph A. Boyd	150 W. University Blvd. Melbourne, Florida 32901
G. Clark Denton	150 W. University Blvd. Melbourne, Florida 32901
James L. Fisher	150 W. University Blvd. Melbourne, Florida 32901
Marilyn C. Link	150 W. University Blvd. Melbourne, Florida 32901

**ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any officer or trustee, or any former officer or trustee, to the full extent permitted by law.

**ARTICLE VIII - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IX - DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed to its member; provided, that the if the member is not a tax-exempt organization within the meaning of Code Section 501(c)(3) at such time, the assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), 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 the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the

benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

**ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of the sole member at any regular or special meeting of the member called for such purpose in accordance with the provisions of the Bylaws.

**ARTICLE XI - EFFECTIVE DATE**

These Amended and Restated Articles of Incorporation shall take effect on July 1, 2011.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 30th day of June, 2011.

BREVARD ART MUSEUM, INC.

By: T. Dwayne McCay  
T. Dwayne McCay, President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

Robert Niebuhr  
Robert Niebuhr

Date: June 30, 2011

**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BREVARD ART MUSEUM INC.**

I, T. Dwayne McCay, being the duly elected, qualified and acting President of BREVARD ART MUSEUM INC., a Florida not for profit corporation, hereby certify in accordance with Sections 617.1006 and 617.1007 of the Florida Statutes that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by the Board of Trustees of the Corporation on June 30, 2011, and by the sole member of the Corporation on June 30, 2011, and that the number of votes cast for the amendments in the Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as president pursuant to lawful corporate authority, on this 30~~th~~ day of June, 2011.

BREVARD ART MUSEUM INC.

By:   
T. Dwayne McCay, President