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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FIT MUSEUM OF ART, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FIT MUSEUM OF ART, 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 Senior Vice President Financial Affairs, Chief Financial Officer, 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).

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

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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 Cathy R. Wood. The Board of Trustees may from time to time designate a new registered office and registered agent.

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**ARTICLE V - SOLE MEMBER**

The name and address of the sole member of the Corporation is 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**

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.

**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 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

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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 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 upon filing with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 25 day of October, 2017.

FIT MUSEUM OF ART, INC.

By: T. Dwayne Mc Cay  
T. Dwayne Mc Cay, President

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

I, T. Dwayne McCay, being the duly elected, qualified and acting President of FIT MUSEUM OF ART, 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 sole member of the Corporation on October 20, 2017, and that the sole member of the Corporation is entitled to vote on the Amended and Restated Articles of Incorporation and the number of votes cast for 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 25 day of October, 2017.

FIT MUSEUM OF ART, INC.

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

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