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FLORIDA DIVISION OF CORPORATIONS 1:43

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: FOLEY & LARDNER ACCT#: 072720000061
CONTACT: KAREN PETERSON
PHONE: (904)359-2000 FAX #: (904)359-8700

NAME: THE CUMMER GALLERY CORPORATION
AUDIT NUMBER......H97000009768
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0 PAGES....... 5
CERT. COPIES......1 DEL.METHOD.. FAX
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Restated Articles
w/ Name Change
6/17/97
DC

f&l 6/13/97 FLORIDA DIVISION OF CORPORATIONS 1:43
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ENTER SELECTION AND <CR>:

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1997

THE CUMMER GALLERY CORPORATION
829 RIVERSIDE AVENUE
JACKSONVILLE, FL 32204

SUBJECT: THE CUMMER GALLERY CORPORATION
REF: 761924

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000009768
Letter Number: 697A00032126

RESTATED ARTICLES OF INCORPORATION
OF
THE CUMMER GALLERY CORPORATION
(reflecting name change to
The DeEtte Holden Cummer Museum Foundation, Inc.)

This corporation was incorporated on February 11, 1982 under the name The Cummer Gallery Corporation. Pursuant to Sections 617.1001, 617.1002, 617.1006 and 617.1007, Florida Not for Profit Corporation Act, amended and restated Articles of Incorporation were approved by the directors and members of this corporation on June 12, 1997. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the members who are members of the Board of Trustees of the DeEtte Holden Cummer Foundation. The number of votes cast by such voting group was sufficient for approval by that voting group. The Amended and Restated Articles of Incorporation adopted by the directors and members contain the following amendments:

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Article I is amended as set forth herein.

Article II is amended as set forth herein.

Article III is amended as set forth herein.

Articles IV and V are removed.

Article VI is renumbered as Article IV and amended as set forth herein.

Articles VII, VII and IX are removed.

Article X is renumbered as Article V.

Article XI is renumbered as Article VI and amended as set forth herein.

New Article VII is added.

Article XII is renumbered as Article VIII and amended as set forth herein.

Article XIII is renumbered as Article IX and amended as set forth herein.

NOW THEREFORE, incorporating the foregoing amendments, the corporation's Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is The DeEtte Holden Cummer Museum Foundation, Inc.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 829 Riverside Avenue, Jacksonville, Florida 32204.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"), including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Specifically the corporation is organized for the purposes of:

(i) operation, maintenance and administration of the Cummer Museum of Art & Gardens (the "Museum"), including application for fine arts grants (including those provided in the Florida Fine Arts Act);

(ii) expenditure of funds received from such grants in accordance with Florida law to supplement the programs at the Museum which have substantial artistic and cultural significance, giving emphasis to American creativity and the maintenance and encouragement of professional excellence, or meet professional standards or standards of authenticity, irrespective of origin, which are of significant merit and which, without the assistance of state and federal grants would otherwise be unavailable to the citizens of Jacksonville and the State of Florida; and

(iii) to undertake such activities as will further the general purposes described herein.

ARTICLE III

MEMBERSHIP

Section 3.1 Corporation Members. The Members of this corporation shall be the members of the Board of Trustees.

Section 3.2 Museum Members. The Museum may have members who shall not be members of this corporation.

ARTICLE IV

BOARD OF TRUSTEES

Section 4.1 Election. Trustees shall be elected in the manner set forth in the Bylaws of the corporation.

Section 4.2 Number. This corporation shall have twenty one (21) Trustees. The number of Trustees may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Trustees.

Section 4.3 Executive Committee. The Board of Trustees may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Trustees.

Section 4.4 Officers. The officers of this corporation shall be Chairman, Vice Chairman,Secretary, Treasurer and such other officers as the Trustees shall elect, and they shall be elected in the manner set forth in the Bylaws of the corporation.

ARTICLE V

ANNUAL ACCOUNTING

Section 5.1 Annual Accounting. The Board of Trustees shall prepare an Annual Accounting of the affairs of the Corporation and submit the accounting to the members of the Corporation for their review and approval.

ARTICLE VI

LIMITATIONS

Section 6.1 Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Nctwithstanding any other provision of these Articles, 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

INDEMNIFICATION

Section 7.1 Indemnification. The Corporation shall indemnify its Trustees and such officers, employees and agents as the Board of Trustees shall designate from time to time to the fullest extent provided by Section 617.0831, Florida Statutes, as it may be amended from time to time.

ARTICLE VIII

DISSOLUTION

Section 8.1 Dissolution. The Corporation may be dissolved if the Board of Trustees unanimously adopts a resolution that the purpose for which the Corporation is created can no longer be satisfactorily accomplished, or that because of economic conditions the income of the Corporation's assets is insufficient to continue the operation of the Museum. Upon the dissolution of the corporation, assets shall be distributed to the beneficiaries designated in paragraph G16 of the Last Will and Testament of Nina H. Cummer so long as such beneficiaries are exempt within the meaning of section 501(c)(3) 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 local or state 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 to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code or to the federal government or a local or state government for a public purpose.

ARTICLE IX

REGISTERED OFFICE AND AGENT

Section 9.1 Name and Address. The street address of the registered office of this corporation is 829 Riverside Avenue, Jacksonville, Florida 32204, and the name of the registered agent of this corporation at that address is Kahren J. Arbitman.

IN WITNESS WHEREOF, the undersigned Chairman of this corporation have executed these Articles this 12 day of June, 1997.

[signature]
Chairman

Fax Audit No. H97000009768

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

Kahren J. Arbitman

Kahren J. Arbitman, Registered Agent

Date: June 12, 1997

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