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COR AMND/RESTATE/CORRECT OR O/D RESIGN MIAMI BLACK HISTORY MUSEUM, INC.

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TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI BLACK HISTORY MUSEUM, INC.**

(A Florida Not-For-Profit Corporation)

The undersigned, Albert E. Dolson, being the President and Incorporator of MIAMI BLACK HISTORY MUSEUM, INC., a Florida corporation (the "Corporation"), states as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of the State of Florida on February 19, 2021 under Document No. H21000070259.
2. The Board of Directors of Miami Black History Museum, Inc. desires to amend and restate the Articles of Incorporation in their entirety.
3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of Miami Black History Museum, Inc. and are effective as of November 11, 2022 (the "Effective Date").
4. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned certifies, attests and serves notice that the Articles of Incorporation of the Corporation are amended and restated in their entirety, as of the Effective Date, to read as follows:

ARTICLE 1

NAME

The name of the corporation shall be MIAMI BLACK HISTORY MUSEUM, INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1450 Brickell Avenue, 23rd Floor, Miami, Florida 33131.

ARTICLE 3

PURPOSE

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

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- (a) To explore and preserve African American history and culture, and to provide for research, publication and dissemination of information related to the history and development of the African American community in Miami-Dade County; and
- (b) To carry on such other activities in furtherance of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not-for-Profit Corporation Act and exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE 4

MEMBERSHIP

The Corporation shall have no members.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that address is C T Corporation System.

ARTICLE 6

INITIAL OFFICERS AND/OR DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors and officers of the Corporation are as follows:

Albert E. Dotson, Jr.
1450 Brickell Avenue, 23rd Floor
Miami, Florida 33131

Dennis C. Moss
1450 Brickell Avenue, 23rd Floor
Miami, Florida 33131

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Lucia Davis-Raiford
4000 NW 142nd Street
Opa Locka, Florida 33054

ARTICLE 7

INCORPORATOR

The name and address of the person signing these Amended and Restated Articles of Incorporation are:

Albert E. Dotson, Jr.
1450 Brickell Avenue, 23rd Floor
Miami, Florida 33131

ARTICLE 8

DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), as selected by the Board of Directors.

ARTICLE 9

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws).

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The Incorporator has executed these Amended and Restated Articles of Incorporation as of this 11th day of November, 2022 (the "Effective Date").

Albert E. Dotson, Jr.

Albert E. Dotson, Jr., Incorporator and President

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