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Division of Corporations

CARLTON FIELDS

001/007

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Florida Department of State

Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF FLORIDA HOLOCAUST MUSEUM, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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**ARTICLE 1
Name, Principal Office**

The name of the corporation is Florida Holocaust Museum, Inc. ("this Corporation"). The street address of the principal office of this Corporation is 55 5th Street South, St. Petersburg, FL 33701.

**ARTICLE 2
Perpetual Existence**

This Corporation shall have perpetual existence.

**ARTICLE 3
Purposes**

The purposes of this Corporation are as follows:

(i) **General Purpose.** This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of any future United States tax laws (the "Code").

(ii) **Specific Purpose.** The primary purpose for which this Corporation is organized is to own, lease and operate properties known as "The Florida Holocaust Museum" (the "Properties") so as to make the Properties available as an educational center and memorial to the persons and memories of the individuals who perished during the Holocaust in Europe and to solicit and receive contributions from the public with respect thereto. The Corporation also intends to use and occupy all or substantially all of the Properties as a focal point for the charitable activities of this Corporation.

This Corporation is intended to be exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code.

**ARTICLE 4
Registered Office and Agent**

The street address of Corporation's registered office is 6529 Central Avenue, St. Petersburg, Florida 33710, and the name of this Corporation's registered agent at such address is D. Jay Snyder.

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ARTICLE 5
Members

This Corporation shall have such classes of members as are set forth in the bylaws of this Corporation.

ARTICLE 6
Board Of Directors

This Corporation shall never have fewer than three directors. The method of election of directors shall be stated in the bylaws of this Corporation.

ARTICLE 7
Powers

This Corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(i) **Powers Limited to Charitable Purposes.** No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 of these Amended and Restated Articles of Incorporation ("these Articles"). No substantial part of the activities of this Corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) by a corporation exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(e)(2) of the Code, or (c) an organization described in Section 509(a) of the Code; provided, however, that if this Corporation is or becomes a private foundation within the meaning of Section 509 of the Code:

(1) this Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) this Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(3) this Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

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(4) this Corporation shall not make any investment in such a manner as to subject it to tax under Section 4944 of the Code; and

(5) this Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

(ii) **No Distributions for Private Benefit.** No member, director, officer, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of this Corporation, except in furtherance of the charitable purposes for which this Corporation is organized. Upon the dissolution of this Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation in such manner, or to such charitable organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, as provided by law, located in the county in which the principal office of this Corporation is then located, exclusively for such charitable purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such charitable purposes.

(iii) **Control by Disqualified Persons.** In no event shall this Corporation be controlled directly or indirectly by a disqualified person, as defined in Section 4946 of the Code.

ARTICLE 8

Incorporators

The names and addresses of the incorporators of this Corporation are:

Barry Alpert, 6529 Central Avenue, St. Petersburg, Florida 33701

Joel Goetz, 5001 Duhme Road, Madeira Beach, Florida 33708

Bruce Epstein, 5353 First Avenue South, St. Petersburg, Florida 33701

Walter Loebenberg, 6529 Central Avenue, St. Petersburg, Florida 33701

Maurice A. Rothman, 5700 70th Avenue North, Pinellas Park, Florida 34666

ARTICLE 9

Amendment

These Articles may be amended by a vote of the board of directors at any annual or other meeting of the board of directors, provided that notice of the proposed amendment is given to members of the board of directors at least 10 days prior to the date of the meeting. Any

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amendment of these articles of incorporation must be by a vote of not less than two-thirds of the directors present at the meeting.

[Signature Page Follows]

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Florida Holocaust Museum, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 24th day of July 2007.

Florida Holocaust Museum, Inc.,
a Florida Not-for-Profit Corporation

By: Irene Weiss
Print Name: Irene Weiss
Title: Board Chair

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CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these **Amended and Restated Articles of Incorporation of Florida Holocaust Museum, Inc.** do not contain amendments that require member approval and that the Board of Directors adopted this Restatement.

Dated this 24th day of July 2007.

**Florida Holocaust Museum, Inc.,
a Florida Not-for-Profit Corporation**

By: *Erene Weiss*
Print Name: Erene Weiss
Title: Board Chair