

N50213

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000201327 1))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
Account Number : 076666003611
Phone : (941)748-0100
Fax Number : (941)745-2093

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JUN -5 PM 4:40

BASIC AMENDMENT

SOUTH FLORIDA MUSEUM AND BISHOP PLANETARIUM, INC.

RECEIVED
03 JUN -5 AM 7:41
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	0506
Estimated Charge	\$52.50

*Amended & Restated
Art.*

06/05/03

Dr

Fax Audit #(((E03000201327 1)))

SOUTH FLORIDA MUSEUM AND BISHOP PLANETARIUM, INC.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
CERTIFICATE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JUN -5 PM 4:40

In accordance with Florida Statute Section 617.1007, it is hereby certified that:

The Board of Directors of SOUTH FLORIDA MUSEUM AND BISHOP PLANETARIUM, INC. adopted the Amended and Restated Articles of Incorporation of the South Florida Museum and Bishop Planetarium, Inc., as attached to this Certificate, on May 14, 2003.

The Amended and Restated Articles of Incorporation, as attached, contain amendments requiring member approval; and in accordance with Section 617.1006 and 617.1002 of the Florida Statutes, on May 14, 2003 the number of votes cast by members entitled to vote on the amendments, was sufficient for approval.

Dated this 30 day of May, 2003.

SOUTH FLORIDA MUSEUM AND
BISHOP PLANETARIUM, INC.

By: 

Print Name: STEWART MOON

Its: Secretary

Fax Audit #(((E03000201327 1)))

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA MUSEUM AND BISHOP PLANETARIUM, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned corporation (not for profit), pursuant to a resolution duly adopted by its board of directors and duly approved by its members in accordance with Section 617.1002 and 617.1006 of the Florida Statutes on May 14, 2003 by a sufficient number of votes for the amendment sufficient for approval, did adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **SOUTH FLORIDA MUSEUM AND BISHOP PLANETARIUM, INC.** The address of the Corporation's principal place of business is 201 10th Street West, Bradenton, Florida 34205 and its mailing address is P.O. Box 9265, Bradenton, Florida 34208. The street address of the registered agent is 1301 Sixth Avenue West, Bradenton, Florida 34205, and the name of the registered agent is **Jeffrey L. King.**

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

1. *To establish and operate a nonprofit organization organized and operated exclusively for educational, charitable, literary and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).*
2. *To establish and publish rules and regulations governing:*
 - A. *The qualification of its members.*
 - B. *The admission and expulsion of its members.*
 - C. *The amount of membership and other fees, if any.*
 - D. *To establish and adopt the publication of By-laws.*
 - E. *The adoption of the corporate seal.*

Prepared by:
Clifford L. Walters, Esquire
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 221971

Fax Audit#((H03000201327 1))

3. To enter into contractual agreements, including but not limited to the lease, purchase and sale of any and all kinds of real and personal property which may be necessary or appropriated for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.
4. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
5. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.
6. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III

QUALIFICATION OF MEMBERS

The members of the Corporation shall consist of the Board of Directors so long as such individuals remain as members of the Board of Directors, and of such other persons as shall from time to time be elected to the Board (so long as such individuals serve as a member of the Board), subject to the limitations and qualifications and method for such election as set forth in the By-laws. Removal of members shall be provided for in the By-laws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation began existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

(As Originally Filed)
ARTICLE VI

DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the By-laws of the Corporation.

The Directors of this Corporation shall hereinafter be referred to as "Directors", and the Board of Directors shall hereinafter be referred to as the "Board of Directors". The Board of Directors shall be composed of the following: President, Secretary, Treasurer, and such other persons as may be provided for in the By-laws of the Corporation. The Board of Directors shall consist of not less than forty (40) nor more than sixty (60) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the By-laws of this Corporation. The Board of Directors shall elect its Chairman. A quorum of the Board shall be forty percent (40%) of the elected Board of Directors.

ARTICLE VII

NAMES OF BOARD OF DIRECTORS

(As Filed)

ARTICLE VIII

AMENDMENT OF THE ARTICLES OF INCORPORATION

- A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office the said Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.
- B. Notwithstanding the foregoing Section A, the membership, officers or Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

Fax Audit#(((H03000201327 1)))

ARTICLE IX
RESTRICTIONS

The Corporation is a not-for-profit corporation. 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 the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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.

Notwithstanding 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 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Under the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, 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 a Court of Competent Jurisdiction 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.


ARTICLE X
DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.


The foregoing Amended and Restated Articles of Incorporation restate and integrate and amend in accordance with FS 617.1007, 617.1006 and 617.1002, the provisions of South Florida Museum and Bishop Planetarium, Inc.'s Articles of Incorporation as theretofore amended, and there is no discrepancy between those revisions and the provisions of the Restated Articles of Incorporation.

Dated this 30 day of May, 2003.

**SOUTH FLORIDA MUSEUM AND BISHOP
PLANETARIUM, INC.**

By: 
Print Name: STEWART MOON
Its: _____

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.


JEFFREY L. KING