

702045

Division of Corporations

Page 1 of 1

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Attn: Tami Pasley

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Email Address: jsellers@omart.org

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

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*Amended And  
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H09000239635 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ORLANDO MUSEUM OF ART, INC.  
A FLORIDA NONPROFIT CORPORATION**

The Members of the ORLANDO MUSEUM OF ART, INC., a Florida not-for-profit Corporation (the "Corporation") have approved, by at least a two-thirds (2/3) vote at a properly constituted meeting of the Members held on September 10, 2009, that the Corporation's Amended Articles of Incorporation as filed with Florida's Secretary of State on June 3, 1968 (the "Amended Articles of Incorporation"), be amended and restated in accordance with the Corporation's Amended Articles of Incorporation and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act. Accordingly, the Amended Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME OF CORPORATION, MAILING ADDRESS  
AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be ORLANDO MUSEUM OF ART, INC. The mailing address of the Corporation is, and its principal office shall be located at 2416 North Mills Avenue, Orlando, Florida 32803-1403.

**ARTICLE II  
PURPOSES**

This Corporation is organized exclusively for charitable and educational purposes, more specifically to collecting, preserving and interpreting notable works of art; presenting exhibitions of local, regional, national and international significance; developing first-rate educational programs; and presenting creative and inclusive programs to reach every segment of a diverse community.

**ARTICLE III  
POWERS**

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV  
MEMBERSHIP**

**Section 1.** Anyone who is interested in the practice, enjoyment and promotion of the visual arts shall be eligible for membership in the Corporation, and anyone eligible for membership may become a Member of the Corporation upon payment of appropriate dues.

H09000239635 3

Section 2. The membership categories and dues shall be set by the Board of Trustees.

ARTICLE V  
TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI  
BOARD OF TRUSTEES

The Board of Trustees shall be determined and fixed, as provided for in the bylaws of the Corporation; provided, however, that there shall never be less than ten (10) nor more than thirty (30) elected Trustees.

ARTICLE VII  
OFFICERS

The Board of Trustees shall elect from among the members of the Board of Trustees such officers of the Corporation as may be set forth in the bylaws of the Corporation.

ARTICLE VIII  
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Trustees may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE IX  
BYLAWS

Subject to any limitations at any time contained in the bylaws of this Corporation and in Chapter 617, Florida Statutes, the bylaws of this Corporation may be adopted, altered, amended or rescinded, and new bylaws adopted in the manner and time provided in the bylaws.

H09000239635 3

**ARTICLE X**  
**AMENDMENT OF ARTICLES**

These Amended and Restated Articles of Incorporation may be amended or altered in whole or in part by a two-thirds (2/3) vote of the members of the Board of Trustees present and entitled to vote at a properly constituted meeting of the Board of Trustees.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Trustee, director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 10<sup>th</sup> day of September, 2009.

  
Curtis B. McWilliams, President