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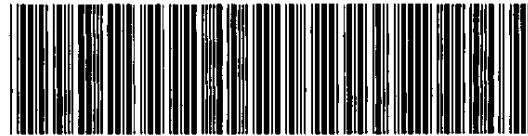
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Museum of Florida Art, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Judith Thompson

(Contact Person)

Museum of Florida Art, Inc.

(Firm/Company)

600 N. Woodland Blvd

(Address)

Deland, FL 32720

(City/State and Zip Code)

For further information concerning this matter, please call:

Judith Thompson

(Name of Contact Person)

At (386) 943-4121

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

(Not for Profit Corporations)

For Profit Corporation

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Museum of Florida Art, Inc.	Florida	702289

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Cultural Arts Center, Inc.</u>	<u>Florida</u>	<u>N01996</u>
<u>Museum of Florida Art, Inc.</u>	<u>Florida</u>	<u>702289</u>
<u> </u>	<u> </u>	<u> </u>
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Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on June 3, 2010.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
60 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on May 20, 2010. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 1 FOR 0 AGAINST

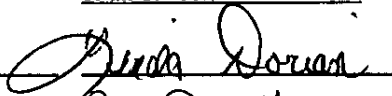
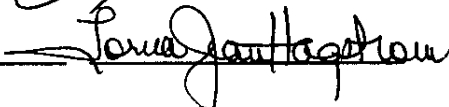
SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Museum of Florida Art, Inc.		Linda Dorian, President
Cultural Arts Center, Inc.		Lorna Jean Hagstrom, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Museum of Florida Art, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Cultural Arts Center, Inc.

Florida

Museum of Florida Art, Inc.

Florida

The terms and conditions of the merger are as follows:
See attached Plan of Merger Section 4, page 2.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:
See attached Plan of Merger Section, Section 6, page 4.

Other provisions relating to the merger are as follows:

See attached Plan of Merger, Section 5, page 4.

PLAN OF MERGER

[Unanimously approved by the Board of the Museum of Florida Art, Inc., Thursday, May 20, 2010.]

**{Approved by the Museum of Florida Art, Inc., sole Member Organization
of the Cultural Arts Center, Inc., Thursday, May 20, 2010.}**

[Unanimously approved by the Board of the Cultural Arts Center, Inc., Tuesday, May 25, 2010.]

[Approved by a vote of the Members of the Museum of Florida Art, Inc. at a Special Called Meeting June 3, 2010.]

Recitals

Whereas the Cultural Arts Center, Inc. [CAC] was incorporated February 17, 1984 for the purpose of providing a wide range of exceptional cultural experiences and expanding the educational opportunities for people of all ages through the visual and performing arts; and

Whereas the Museum of Florida Art, Inc. [MoFA], originally incorporated in 1951, has successfully provided visual arts programming during the period 1984 until the present; and

Whereas the recent departure of the Sands Theater Center, Inc. from the CAC has required the CAC Board of Directors to explore options for the future provision of performing arts programs; and

Whereas the Board of Directors of the CAC has convened original incorporators and supporters of the CAC to solicit their advice on the issue of the future provision of performing arts programs; and

Whereas said original incorporators and supporters have advised the Board of Directors of the CAC that they wish the future provision of performing arts programs to be administered by the Museum of Florida Art, Inc.; and

Whereas the Museum of Florida Art, Inc. has the willingness and the appropriate resources to take over the responsibility for the future provision of performing arts programs and has pledged to endeavor to fulfill the original purpose of the CAC by expanding MoFA's programming to include the performing arts and by making meeting and performing spaces available to the Volusia County community;

Now therefore, it has been determined that MoFA should assume the responsibility for the future provision of performing arts programs in addition to the provision of visual arts programs. Further it has been determined that a consolidation of assets and resources through a merger of the CAC and MoFA will ensure the most economical and efficient structure for fulfillment of the organizational purpose to provide a wide range of exceptional cultural experiences and expand the educational opportunities for people of all ages through the visual and performing arts.

1] Merging corporations: The Cultural Arts Center, Inc., a Florida non-profit corporation, and the Museum of Florida Art, Inc., a Florida non-profit corporation, propose to merge. The surviving corporation shall be the Museum of Florida Art, Inc. The name of the surviving corporation shall be the Museum of Florida Art, Inc.

2] Actions required:

a] **The Plan of Merger** shall be adopted by: 1] a majority of a quorum of the Board of Directors of the Cultural Arts Center, Inc. coupled with the approval of the remaining Member Organization, MoFA; 2] a majority of a quorum of the Board of Directors of the Museum of Florida Art, Inc. approving and recommending the plan to the membership; and 3] a majority of the members in good standing of the Museum of Florida Art, Inc. present and voting at a special called meeting noticed for the purpose of approving the Plan of Merger and related actions.

b] **Amendments to the Articles of Reincorporation** of MoFA pursuant to the plan of merger shall be adopted by: 1] a majority of a quorum of the Board of Directors of Museum of Florida Art, Inc.; and 2] a majority of the members in good standing of Museum of Florida Art, Inc. present and voting at special called meeting noticed for the purpose of approving the Plan of Merger and related actions.

c] **Filing of Articles of Merger by both corporations.**

d] **Adoption of amended Bylaws by Directors of Museum of Florida Art, Inc.**

e] **Filing of final tax returns etc. filed for CAC.**

f] **Provision of notification to proper city/county/state/federal authorities.**

3] Abandonment of the adopted Plan of Merger is prohibited without a vote of the members of the Museum of Florida Art, Inc.

4] The terms and conditions of the proposed merger are as follows:

a] The CAC shall provide assurance [an estoppel letter or equivalent] from Stetson University that a merger of CAC and MoFA as contemplated hereunder shall not be considered a sale, transfer or conveyance under Paragraph 7 of the DEED RESTRICTIONS AND RIGHT OF FIRST REFUSAL AGREEMENT dated April 24, 2008 by and between Stetson University and CAC.

b] The CAC shall provide assurance from the Volusia County ECHO Board that a merger of CAC and MoFA as contemplated hereunder shall not be considered a breach or a violation of the CORRECTED RESTRICTED COVENANTS dated August 13, 2008 and executed by the CAC.

c] The CAC and MoFA shall each provide a letter from the Internal Revenue Service stating that said corporation is a 501 [c][3] non-profit corporation and that donations to said corporation are deductible under Section 170 [c][2] of the Internal Revenue Code of 1954 as amended.

d] The CAC and MoFA shall each provide a certificate of good standing from the Secretary of State of Florida stating that said entity is a non-profit corporation in good standing in the State of Florida.

e] On the effective date of the merger which shall be the date of the last filing of Articles of Merger and Amendments to the 1965 Articles of Reincorporation of MoFA and the Articles of Merger of CAC, CAC shall merge into MoFA, the surviving corporation, and the separate existence of the CAC shall cease.

f] Upon completion of the merger, MoFA's Member Organization status under current CAC Bylaws shall cease to exist. There are no other classes of membership in CAC. No member of the CAC shall have any rights as a member of MoFA, the surviving corporation, except to the extent that they already have existing membership rights in MoFA. All MoFA membership categories and benefits shall remain unchanged.

g] Upon completion of the merger, the members of the Board of Directors of MoFA and the terms and conditions of service for said members of the Board of Directors of MoFA shall remain unchanged.

h] Upon completion of the merger, each community member of the Board of Directors of the CAC shall be offered membership on the Board of Directors of MoFA, under terms and conditions of service identical to those of currently serving members of the Board of Directors of MoFA. Community members of the Board of Directors of the CAC who agree to said terms and conditions shall be admitted to membership on the Board of Directors of MoFA effective as of the date of acceptance of said terms and conditions.

i] Upon completion of the merger, all assets, tangible and intangible, owned by CAC shall become the sole property of the successor corporation, MoFA, and all agreements and obligations between the CAC and MoFA shall be extinguished upon the merger. The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment.

j] No currently known liabilities of CAC exist. On the effective date of the merger, all unknown current and future liabilities shall become the sole responsibility of MoFA, which shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger.

k] Any claim existing or action or proceeding pending by or against the CAC or MoFA may be continued as if the merger did not occur or MoFA may be substituted in the proceeding for the CAC.

l] Neither the rights of creditors nor any liens upon the property of the CAC or MoFA shall be impaired by such merger.

m] The articles of Reincorporation of MoFA are amended to the extent provided in the Plan of Merger, Section 6 below.

n] The Bylaws of MoFA are amended as provided in the Plan of Merger, Section 7 below.

5] GENERAL PROVISIONS TO THE PROPOSED PLAN OF MERGER

a] FURTHER ASSURANCES. Each party hereto agrees that such party shall, from time to time and at any time, upon request of the other party hereto execute, acknowledge and deliver in proper form any instruments or conveyance, documents, amendments to documents, and other further assurances necessary or desirable to effectuate the transactions contemplated herein.

b] GENERAL AUTHORITY. The officers, attorneys, accountants or other agents or employees of the Parties are hereby authorized to do all acts and things required of them by this Plan of Merger and to do all acts and things which are desirable and consistent with the requirements hereof, for the full, punctual and complete performance of all the terms, covenants and agreements contained herein.

c] RECOMMENDATION FOR APPROVAL TO MEMBERS. The Boards of Directors of the respective Parties hereby recommend this Plan of Merger and all associated actions necessary to effectuate this Plan of Merger to the membership for approval as this merger of the CAC and MoFA will ensure the most economical and efficient structure for the fulfillment of the charitable organizational purposes including providing a wide range of exceptional cultural experiences and expand the educational opportunities of people of all ages through the visual and performing arts.

d] SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions, and shall in no way affect the validity of any of the other provisions hereof.

e] REPEALING CLAUSE. All resolutions or parts thereof in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

f] EFFECTIVE DATE. The Merger shall take effect upon the last filing of Articles of Merger by the corporations.

FOR PURPOSES OF PARAGRAPHS 6 AND 7 BELOW, DELETED LANGUAGE IS ~~STRUCK THROUGH~~ AND ADDED LANGUAGE IS UNDERLINED.

6] 1965 Articles of Reincorporation of MoFA shall be amended as follows:

a] Article II. ~~The object of this corporation shall be to initiate, institute, organize, conduct, carry on and promote museums and scientific or educational institutions or bodies to conduct a program for bringing about a better understanding and appreciation by children and others of the natural sciences, nature, wildlife and the world in which they live, the social sciences and history and the culture and development of other times and lands; to produce and create in children and others a knowledge and understanding of the fine arts and useful arts and to furnish guidance and training for children and others in the useful arts and to do any and all things necessary or desirable in connection with the organization and maintenance of a museum and a scientific and educational organization for children and others.~~

The purpose of the corporation shall be to promote and showcase Florida art and emerging and established Florida artists by providing a wide range of exceptional cultural experiences, exhibitions, and educational and interpretive programming made available to a diverse statewide audience of all ages. The corporation will collect and preserve works of art for this purpose, publish books and other materials relating to Florida art and artists and make such resources available to the public. The corporation will also provide a variety of meeting and performing spaces for events promoting the purposes of the corporation.

Notwithstanding any other provisions of these Articles, the corporation shall only engage in activities permitted to be carried on by [a] a corporation exempt from income tax under Section 501 [c][3] of the Internal Revenue Code of 1954 as amended, or [b] a corporation contributions to which are deductible under Section 170 [c][2] of the Internal Revenue Code of 1954 as amended.

b] The first sentence of Article VI shall be amended as follows:

The affairs of the corporation shall be managed by a Board of Directors consisting of ~~not more than a minimum of~~ twenty [20] members elected by the members of the corporation and a president, vice-president, ~~recording~~ secretary, ~~corresponding~~ secretary and treasurer, who shall be elected by the Board of Directors.

c] The first paragraph of Article XI shall be amended as follows:

That in the event of the dissolution of this corporation all assets of this corporation shall devolve to and the title thereof shall become vested in one or more organizations which have qualified for exemption under Sections 501[c][3] and 170[c][2] of the Internal Revenue Code, or to Volusia County, the State of Florida, or the City of DeLand, a municipal corporation organized and existing under the laws of the State of Florida, or its successor governmental unit having jurisdiction over the territory now embraced by City of DeLand, to be used for the use and benefit of the general public and particularly for the welfare, education and information of the children of said City and surrounding areas. This Article shall be irrevocable.

7] Bylaws of MoFA shall be amended as follows:

a] All references to Trustee or Trustees are amended to Director or Directors [to match the 1965 Articles of Reincorporation.]

b] ARTICLE II. PURPOSE. The first paragraph shall be amended as follows:

The purpose of the Museum is shall be to promote and showcase Florida art and emerging and established Florida ~~visual~~ artists ~~through by providing a wide range of exceptional cultural experiences,~~ exhibitions, and educational and interpretive programming made available to a diverse statewide audience of all ages. The Museum will collect and preserve works of art for this purpose, publish books and other materials ~~concerning the foregoing~~ relating to Florida art and artists and make such resources available to the public. The Museum will also provide a variety of meeting and performing spaces for events promoting the purposes of the Museum.

c] ARTICLE III. MEMBERSHIP shall be amended as follows:

Section 1. Membership in the Museum shall be composed of one or more categories as may be determined from time to time by the Board of Directors. Dues for, and benefits of, such categories shall be set by the Board of Directors. Membership in the Museum is nontransferable and shall terminate at the resignation or death of a member, or the failure to renew within thirty [30] days of the due date.

Section 4. No member of the Museum shall be personally liable for any of the Museum's debts, liabilities or obligations.

d) ARTICLE V amended by the addition of the following language:

Section 7. The Directors of the Museum shall not be personally or collectively liable for the Museum's debts, liabilities or other obligations.

e) ARTICLE VI. OFFICERS shall be amended as follows:

~~Section 3a[5] appoint, with the approval of the Museum Board, four [4] trustees of the Cultural Arts Center, Inc. each of whom shall be a current Trustee of the Museum.~~

Section 3c. TREASURER. The Treasurer shall: [1] deposit all funds of the Museum to the credit of the Museum in banks, trust companies or other depositories selected by the Board of Directors, ascertain that all financial records are in accord with applicable local, state, and federal requirements and with generally accepted accounting principles, and insure that all donations are administered in accord with the wishes of the donor;

Section 3d. SECRETARY. The Secretary shall: [2] keep on file minutes of all Board of Directors and Executive Committee meetings and committee reports as well as a current list of members of the Museum; and

f) ARTICLE VIII shall be amended as follows:

Section 2. BOARD OF TRUSTEES DIRECTORS MEETINGS. Paragraph c. A majority of the Board of Directors shall constitute a quorum. However, if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 5. VOTING BY PROXY AND CONFLICT OF INTEREST. Voting by proxy shall not be permitted at any meeting. A Director may not vote on any matter in which said Director has a personal, family or business related interest.

Section 6. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Museum, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

g) ARTICLE XI shall be amended as follows:

~~Section 3. The Executive Director shall serve as a Trustee of the Cultural Arts Center, Inc. for the duration of his/her tenure.~~
and the renumbering of Section 4: 3.