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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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THE NORTON GALLERY AND SCHOOL OF ART, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NORTON GALLERY AND SCHOOL OF ART, INC.**

FILED
12 DEC 11 AM 9:12
TALLAHASSEE, FLORIDA

The Articles of Incorporation of The Norton Gallery and School of Art, Inc.
are hereby amended and restated as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: NORTON MUSEUM OF ART, INC.

ARTICLE II

PURPOSES FOR WHICH ORGANIZED

1. This Corporation is organized not for profit and the objects and purposes
to be exclusively transacted and carried on are:

- (a) To operate an institution of learning;
- (b) To provide the public with the opportunity to view paintings and
other works of fine art and to obtain instruction in the study of such works;
- (c) To own and operate an art museum, together with such real and
personal property as may be necessary for the purposes enumerated herein;
- (d) To buy, sell, create, exchange and accept gifts of art objects of all
kinds;
- (e) To purchase, sell or lease real estate;

H12000290184 3

H12000290184 3

(f) To do and undertake such other activities as the Board of Trustees shall from time to time determine to be necessary to carry forward the above purposes of the Corporation.

2. No part of the earnings of the Corporation shall inure to the benefit of any member, Trustee, or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, Trustee, or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulation §1.501(c)(3)-1(c)(3), as it now exists or may be hereafter amended.

4. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954; as amended; and Treasury Regulations thereunder as they now exist or as they may be hereafter amended; or by any organization,

H12000290184 3

H12000290184 3

contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

5. Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed to such organizations which then qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Trustees may direct.

ARTICLE III

POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Trustees, and Officers, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

H12000290184 3

H12000290184 3

ARTICLE IV

NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock, however, it may have and issue membership certificates.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT:

PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's Registered Office in this State is 1451 S. Olive Ave., West Palm Beach, Florida 33401 and the name of the Registered Agent of the Corporation is Lucy S. Bukowski, 1451 S. Olive Ave., West Palm Beach, Florida 33401. The Board of Trustees may from time to time change the Registered Agent or move the Registered Office to any other street address in Florida.

ARTICLE VI

TERM OF CORPORATE EXISTENCE

The term for which this Corporation shall exist is perpetual.

ARTICLE VII

MEMBERSHIP

Membership in this corporation shall be available in accordance with the following qualifications for members and manner of admission:

- (a) Members shall be interested in the purpose for which this Corporation is formed; and
- (b) Members shall pay annual dues as fixed by the Board of Trustees.

H12000290184 3

H12000290184 3

ARTICLE VIII

BOARD OF TRUSTEES

The corporate powers of the Corporation shall be vested in a Board of Trustees, as shall be provided in the By-Laws. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles, the Board of Trustees shall have all the rights, powers and privileges prescribed by the law for directors of profit corporations.

Members of the Board of Trustees shall be elected to office, including the filling of a vacancy, as provided for in the By-Laws of the Corporation. The qualifications and terms of office, manner of nomination and election of members of the Board of Trustees, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Trustees, and the number of Trustees that shall constitute a quorum at the meetings of the Board of Trustees shall be as prescribed in the By-Laws of the Corporation.

All references to Board of Trustees and Trustees in these Articles of Incorporation shall mean the same as Board of Directors and Directors, respectively, as described in Chapter 617 of the Florida Statutes.

ARTICLE IX

OFFICERS

The officers of the Corporation shall be a Chairman, First Vice Chairman, Second Vice Chairman, and Secretary. The officers shall be elected and serve and perform such duties as prescribed in the By-Laws.

ARTICLE X

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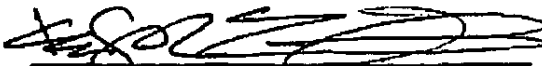
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AMENDMENTS


These Articles of Incorporation may be amended as set forth in the By-laws.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Trustees of this Corporation on September 24, 2012.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary of this Corporation have executed these Amended and Restated Articles of Incorporation, this 7th day of December, 2012.



Kemp C. Stickney, Chairman



Jahine Mayville, Secretary


STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared Kemp P. Stickney and Jahine Mayville Chairman and Secretary, respectively, who are personally known to me who have produced _____ as identification who executed the foregoing Amended and Restated Articles of Incorporation and they acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 7th day of December, 2012.



JANE L. WATTICK
MY COMMISSION # EE 15320
EXPIRES: April 22, 2015
Bonded Thru Budget Notary Services
(SEAL)


Notary Public, State of
Florida at Large

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