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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALBIN POLASEK FOUNDATION INC.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALBIN POLASEK FOUNDATION INC.**

ARTICLE I

NAME, PRINCIPAL OFFICE & MAILING ADDRESS

The corporation was incorporated on November 15, 1961, as a Florida Not For Profit Corporation under the name "Albin Polasek Foundation Inc." From and after the filing of these Amended and Restated Articles of Incorporation ("Articles") with the State of Florida, the name of the corporation shall be **The Albin Polasek Museum and Sculpture Gardens, Inc.** The principal office and mailing address of the corporation is 633 Osceola Avenue, Winter Park, Florida 32789, or such other place as shall be designated by the Board of Directors.

**ARTICLE II
PURPOSES**

The corporation is organized as a nonprofit corporation under the Florida Not For Profit Corporation Act and shall be operated exclusively for cultural and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation's mission is to promote the legacy of internationally known Czech-American sculptor, Albin Polasek, and to further the study and appreciation of representational art.

No part of the net earnings, income, or profit of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private individual except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable 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 activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

The corporation shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida which are not in conflict with the terms of these Articles and the corporation's Bylaws ("Bylaws"). The corporation shall have all of the powers reasonably necessary to implement its purposes.

**ARTICLE III
MEMBERS**

The corporation shall not have members. The Board of Directors shall exercise all authority on behalf of the corporation.

**ARTICLE IV
BOARD OF DIRECTORS**

This corporation's affairs shall be managed by a Board of Directors in accordance with the Bylaws. The number of directors to be elected, the manner of their election and their respective terms shall be as set forth in the Bylaws. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

**ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the registered office of the corporation is 2628 W. Fairbanks Avenue, Winter Park, Florida 32789, and the name of the registered agent of the corporation at such address is Robert Sharpstein.

**ARTICLE VI
AMENDMENT**

These Articles may be amended by a majority vote of the Directors then in office.

**ARTICLE VII
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. The Bylaws may be amended in accordance with the provisions thereof.

**ARTICLE VIII
TERM**

The corporation shall have perpetual existence unless dissolved according to law, these Articles, or the Bylaws.

**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets

of the corporation exclusively for one or more of the tax-exempt purposes of the corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes within the meaning of Section 501(c)(3) of the Code or distribution to the federal government or to a state or local government for a public purpose.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Not For Profit Corporation Act, as the same now exists or may hereafter be amended in a manner more favorable, any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation.

IN WITNESS WHEREOF, the undersigned Secretary of the corporation has executed these Articles as of this 16th day of September, 2016, and hereby certifies that these Articles were duly adopted by a majority vote of the Board of Directors present at a meeting of the Board of Directors held on September 16, 2016. There are no Members or Members entitled to vote on the Amended and Restated Articles of Incorporation.

Judith Duda

 Secretary