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SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAY 22 PM 4:09

Amended & Restated

MAY 30 2017

D CUSHING

WEST POLK COUNTY
225 East Lemon Street • Suite 300
Lakeland, Florida 33801
(863) 683-6511 or (863) 676-6934
Fax (863) 682-8031

P.O. Box 24628
Lakeland, FL 33802-4628



PETERSON & MYERS, P.A.
ATTORNEYS AT LAW • SINCE 1948

EAST POLK COUNTY
242 West Central Avenue
Winter Haven, Florida 33880
(863) 294-3360
Fax (863) 299-5498

P.O. Drawer 7608
Winter Haven, FL 33883-7608

Lakeland

May 19, 2017

Department of State
Division of Corporations
Corporate Filings
P O Box 6327
Tallahassee, FL 32314

Re: Polk Museum of Art, Inc.

Enclosed are two original Fourth Amended Articles of Incorporation. One for filing with the State and other to return as Certified copy.

Please return certified copy of Articles to the above Lakeland address. Also enclosed is our check in the amount of \$43.75 for the filing fee and for certified copy.

Thank you for your assistance and if you have any questions, please contact Jan Crosetti at 863-683-6511.

Sincerely,

Robert E. Puterbaugh

REP:jc
Enclosures

FILED
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DIVISION OF CORPORATIONS
17 MAY 22 PM 4:00

**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POLK MUSEUM OF ART, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAY 22 PM 4:09

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Chairman of the Board of Trustees of Polk Museum of Art, Inc., a Florida not for profit corporation (the "Corporation"), Document Number 711075, hereby executes this Fourth Amended and Restated Articles of Incorporation of Polk Museum of Art, Inc. (the "Restated Articles"), which was adopted after appropriate notice by a two-thirds vote of the Board of Trustees of the Corporation on February 27, 2017, said vote being sufficient for approval. The Articles of Incorporation of Polk Museum of Art, Inc. are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is Polk Museum of Art, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal place of business and mailing address are:

800 East Palmetto Street
Lakeland, Florida 33801

**ARTICLE III
PURPOSES**

The Corporation is organized as a not for profit corporation under the Florida Not For Profit Act, Chapter 617, Florida Statutes, on a non-stock basis, for the following purposes:

(a) To operate exclusively for charitable, educational, research and academic purposes, including but not limited to the following charitable, educational, research and academic purposes, which purposes shall be exercised always in a manner consistent with the mission of Florida Southern College:

1. To own and operate a substantial accredited collegiate fine arts museum with national and international notoriety which is an asset to Florida Southern College and the City of Lakeland and the Polk County community.

2. To affiliate with recognized and prestigious state and national art related entities, including but not limited to the Smithsonian Institution.
3. To inspire and educate by the collection, preserving and exhibition of fine art.
4. To educate concerning art and art history including but not limited to the visual and graphic arts.
5. To serve a broad range of citizens in their communities throughout and beyond Polk County, Florida.
6. To support the academic community and mission of Florida Southern College and partner with Florida Southern College to enhance the stature of the Corporation and Florida Southern College in all of their activities.
7. To serve the students within the Polk County School System in order that said students are exposed to the arts during their educational process and to touch the lives of said students to affect positive change by instilling in said students an appreciation of the arts.
8. To grow and enlarge the Corporation's permanent collection of art and to establish centers of excellence within the permanent collection.
9. To establish community outreach programs as a vehicle for social change, increased learning and civic engagement by providing arts exposure and enrichment to under-served residents of the communities which the Corporation serves.
10. To elevate the appreciation of arts and culture and inspire new avenues of artistic expression throughout the communities which the Corporation serves.
11. To conduct any other activities common to a nationally accredited art museum.

(b) To own, manage, control, operate, govern, reconstruct, repair, and lease existing facilities, and to own, operate, construct, lease, and joint venture any other related facilities.

(c) To solicit and receive funds, gifts, endowments, donations, devises and bequests.

(d) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation.

(e) To support and benefit the interests and educational mission of Florida Southern College and to collaborate with Florida Southern College in the enhancement and development of an "arts corridor" between the current location of the Polk Museum of Art and Florida Southern College.

(f) To participate in, form, own and operate joint ventures, partnerships, corporations or other entities, whether or not any such entity is for profit or not for profit, so long as the Corporation's participation therein is primarily in furtherance of the charitable, educational, research and academic purposes for which the Corporation is organized.

(g) To exercise all powers permitted for not for profit corporations under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as said Act currently exists or is hereinafter amended; provided, however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational, research and academic purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code (the "Code") and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any trustee, officer or individual. All of the assets and earnings of the Corporation shall be used exclusively for the charitable, educational, research and academic purposes herein set forth, including the payment of expenses incidental thereto and all of the powers of the Corporation shall be exercised exclusively for such purposes. No part of its activities shall inure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV MEMBERSHIP

The sole voting member of the Corporation shall be Florida Southern College, a Florida not for profit corporation (the "Voting Member"). The Bylaws of the Corporation may provide for non-voting supporting members who pay annual membership dues to the Corporation at levels set in the Bylaws (the "Non-Voting Members").

ARTICLE V TERM

The term of the Corporation shall be perpetual, except as provided in Article XV hereof.

ARTICLE VI FISCAL YEAR

The fiscal year of the Corporation shall begin June 1 and end May 31.

ARTICLE VII
PERSON EXECUTING ARTICLES

The name and address of the person executing these Restated Articles is:

Lynda Buck
Chairman of the Board of Trustees
Polk Museum of Art, Inc.
800 East Palmetto Street
Lakeland, Florida 33801

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The registered office and street address of the Corporation is 225 East Lemon Street, Suite 300, Lakeland, Florida 33801, and the registered agent at said address is Robert E. Puterbaugh.

ARTICLE IX
BOARD OF TRUSTEES

9.1 Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Trustees. The Board of Trustees shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The number of trustees may be either increased or diminished from time to time by the Bylaws, but, except as specifically authorized herein, shall never be less than three (3) nor more than five (5).

9.2 Term. Except for the initial terms for members of the Board of Trustees listed and set forth in Article 9.7 of these Restated Articles, each member of the Board of Trustees shall serve for a term of three (3) years or until their respective successors are elected and qualified. Trustees may serve for successive terms. Upon the expiration of the term of each member of the Board of Trustees, the Board of Trustees shall select a successor Trustee from nominations submitted by the Voting Member.

9.3 Criteria for Trustees. Eligibility criteria to serve on the Board of Trustees shall be as set forth in the Bylaws of the Corporation, however no person who has been convicted of a felony or any crime of moral turpitude shall serve on the Board of Trustees.

9.4 Vacancies. All vacancies (whether due to the expiration of the term of a Trustee, resignation, death, removal, or otherwise) on the Board of Trustees, shall be filled by the Board of Trustees from nominations submitted by the Voting Member. The Voting Member shall have the right to remove any Trustee of the Corporation for cause or without cause. In the event that there are no Trustees available to approve a nominee or nominees presented by the Voting Member, the Voting Member may then appoint an initial Trustee independently without the requirement of recommending a nominee and his or her approval by the Board of Trustees.

9.5 Ex Officio or Honorary Members. The Bylaws of the Corporation may provide for the appointment of ex-officio or honorary members of the Board of Trustees. Ex-officio members of the Board of Trustees shall be honorary, non-voting members and shall not be counted as Trustees for purposes of Article 9.1 hereof. The Bylaws of the Corporation may also provide for a "Board of Governors" which shall also be an honorary board and which shall have such duties and/or responsibilities as set forth in the Bylaws but which shall have no managerial or governing authority.

9.6 Compensation. Trustees shall not be compensated for their performance of their duties as Trustees, but may be reimbursed for their reasonable and necessary expenses incurred in the performance of their duties as Trustees in accordance with the Bylaws of the Corporation.

9.7 Current Trustees. Trustees currently serving on the Board of Trustees of the Corporation shall continue to serve on the Board of Trustees until May 31, 2017, at which time the Board of Trustees shall consist of the following persons who shall serve as Trustees for the terms indicated below and shall serve as Officers of the Board of Trustees in the positions indicated below for one-year terms:

1. Lynda Buck
Chairman of the Board of Trustees
1252 Lake Point Drive
Lakeland, FL 33813
(Three-Year Term)
2. Anne Kerr
Vice Chairman of the Board of Trustees
50 Lake Hollingsworth Drive
Lakeland, FL 33803
(Two-Year Term)
3. John Rodda
Secretary of the Board of Trustees
3160 Legends Circle
Lakeland, FL 33803
(Two-Year Term)
4. Lee Jackson
Treasurer of the Board of Trustees
1396 Jefferson Drive
Lakeland, FL 33803
(Three-Year Term)
5. Sarah McKay
Assistant Secretary/Treasurer of the Board of Trustees
2214 Collins Lane
Lakeland, FL 33803
(One-Year Term)

ARTICLE X
COMMUNITY ADVISORY BOARD

The Board of Trustees shall establish a Community Advisory Board (the "Community Advisory Board") as set forth in the Bylaws of the Corporation, as amended. The members of the Community Advisory Board must be approved by and serve at the pleasure of the Voting Member.

The Community Advisory Board shall be a resource for the Voting Member and the Board of Trustees and provide insight and recommendations to the Voting Member and the Board of Trustees for the operations of the Corporation as set forth in the Bylaws, but the Community Advisory Board shall have no managerial or governing authority to operate or control the business of the Corporation.

ARTICLE XI
OFFICERS

11.1 Officers of the Board. The Officers of the Board of Trustees shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary/Treasurer. The Officers of the Board of Trustees shall serve terms of office in accordance with Article 9.7 hereof and shall be elected at an annual meeting of the Board of Trustees. The Chairman shall preside at all meetings of the Board of Trustees. The Vice Chairman shall preside in the absence of the Chairman.

11.2 Officers of the Corporation. The Board of Trustees may elect or appoint such officers and agents as the affairs of the Corporation shall require and said officers and agents shall have such duties as are set forth in the Bylaws of the Corporation.

ARTICLE XII
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Trustees shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Trustees present at any regular or special meeting, a majority of voting Trustees being present, provided a copy of the proposed amendment shall have been submitted in writing to each Trustee at least seven (7) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Trustees sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the seven (7) day notice. All changes or amendments to the Bylaws of the Corporation must be approved and ratified by the Voting Member and the Voting Member shall retain the authority to make and institute changes to the Bylaws at any time.

ARTICLE XIII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Trustees may propose an amendment of these Articles of Incorporation. Such amendment may be proposed by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Trustees at a meeting upon which such proposed amendment is to be considered, a majority of voting Trustees being present, provided a copy of the proposed amendment shall have been submitted in writing to each Trustee at least seven (7) days before the meeting at which a vote upon such proposal is to be taken. The Board of Trustees shall then adopt a resolution setting forth the proposed amendment which shall then be submitted to the Voting Member. Any proposed amendment, alteration or repeal of any provision of the Articles of Incorporation must be approved and ratified by the Voting Member. If all of the voting members of the Board of Trustees sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the seven (7) day notice but submission to the Voting Member and approval and ratification of the amendment by the Voting Member will still be required. The Voting Member shall also have the authority to direct the Board of Trustees to amend the Articles of Incorporation of the Corporation.

ARTICLE XIV
ANNUAL MEETING

There shall be an annual meeting of the Board of Trustees for the purpose of electing the Officers and an annual meeting of the Voting Member for the purpose of nominating the Board of Trustees and for such other purposes as directed by the Board of Trustees or by the Voting Member. The Board of Trustees shall from time to time hold such other meetings as provided in the Bylaws.

ARTICLE XV
DISSOLUTION

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to Florida Southern College; provided that Florida Southern College is then an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, and if not, then to any other appropriate 501(c)(3) organization to be used exclusively for a charitable purpose; and none of the assets will be distributed upon such dissolution to any officer or trustee of the Corporation or any other private individual.

ARTICLE XVI
EFFECTIVE DATE

The Fourth Amended and Restated Articles of Incorporation are to be effective as of the 1st day of June, 2017.

ARTICLE XVII
CERTIFICATION

I, the undersigned Chairman of the Board of Trustees of Polk Museum of Art, Inc., do hereby execute this Fourth Amended and Restated Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Act and state that the Fourth Amended and Restated Articles of Incorporation were duly adopted by the Board of Trustees of Polk Museum of Art, Inc. I, the undersigned, do further make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly signed this Fourth Amended and Restated Articles of Incorporation at Lakeland, Florida, this 27th day of February, 2017.

Lynda A. Buck

Lynda Buck
Chairman of the Board of Trustees
Polk Museum of Art, Inc.

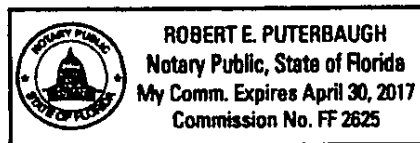
STATE OF FLORIDA

COUNTY OF POLK

The foregoing Fourth Amended and Restated Articles of Incorporation were acknowledged before me this 27th day of February, 2017, by Lynda Buck, who is personally known to me and who did take an oath.

Robert E. Puterbaugh
Notary Public

(SEAL)



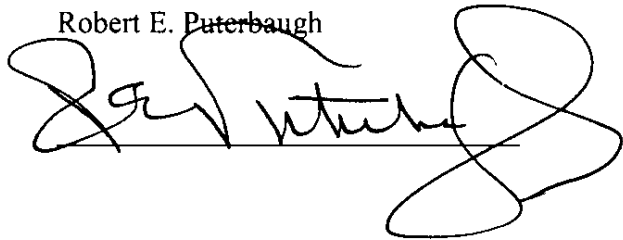
ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as Registered Agent.

Dated this 27th day of February, 2017.

REGISTERED AGENT:

Robert E. Puterbaugh

A handwritten signature in black ink, appearing to read 'R. Puterbaugh', is written over a horizontal line. The signature is stylized with large loops and flourishes.