

740244

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000131094 3)))



H090001310943ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : MILAM HOWARD, ET.AL.  
Account Number : I20000000206  
Phone : (904) 357-3660  
Fax Number : (904) 357-3662

09 MAY 28 AM 9:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**MUSEUM OF CONTEMPORARY ART JACKSONVILLE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

C. COULLETTE  
Help

MAY 29 2009

EXAMINER  
4/28/2009

RECEIVED  
2009 MAY 28 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

H09000131094 3

NAME OF CORPORATION: Museum of Contemporary Art Jacksonville, Inc.

DOCUMENT NUMBER: 740244

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

G. Alan Howard

Name of Contact Person

Milam Howard Nicandri Dees & Gillam, P.A.

Firm/ Company

14 East Bay Street

Address

Jacksonville, Florida 32202

City/ State and Zip Code

ahoward@milamhoward.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

G. Alan Howard

Name of Contact Person

at ( 904 )

357-3660

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

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

**Street Address**

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

H09000131094 3

**Articles of Amendment  
to  
Articles of Incorporation  
of**

H09000131094 3

**Museum of Contemporary Art Jacksonville, Inc.**

(Name of Corporation as currently filed with the Florida Dept. of State)

**740244**

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

*(Principal office address MUST BE A STREET ADDRESS)*

**C. Enter new mailing address, if applicable:**

*(Mailing address MAY BE A POST OFFICE BOX)*

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Shari A. Shuman

New Registered Office Address:

1 UNF Drive

*(Florida street address)*

Jacksonville

*(City)*

Florida 32224

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Shari A. Shuman

*Signature of New Registered Agent, if changing*

ENTERED  
06-01-09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 MAY 28 AM 9:49

FILED

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	H09000131094 3 <u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

The Articles of Incorporation are hereby amended and restated to read as attached.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

N/A

The date of each amendment(s) adoption: May 28, 2009

Effective date if applicable: June 1, 2009

(no more than 90 days after amendment file date)

H09000131094 3

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated May 28, 2009

Signature Deborah Broder  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Deborah Broder

(Typed or printed name of person signing)

Museum Director

(Title of person signing)

H09000131094 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MUSEUM OF CONTEMPORARY ART JACKSONVILLE, INC.  
(May 28, 2009)**

**ARTICLE I  
NAME**

The name of the Corporation is MUSEUM OF CONTEMPORARY ART JACKSONVILLE, INC.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the Corporation's principal office is 333 North Laura Street, Jacksonville, Florida 32202. The Corporation's mailing address is 1 UNF Drive, Jacksonville, Florida 32224.

**ARTICLE III  
PURPOSES**

The specific purposes for which this Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To promote the knowledge, understanding and enjoyment of modern and contemporary art with particular emphasis on works created from 1960 to the present;

(c) To be primarily and directly responsible for conducting, creating, producing, presenting, staging or sponsoring cultural exhibits, performances or events;

(d) To operate without regard to race, color, religion, age, disability, gender, sexual orientation, marital status, national origin or veteran status;

(e) To be organized and operated solely as a direct support organization for the University of North Florida (the "University"), as defined in Section 1004.28 of the Florida Statutes, as may be amended or supplemented;

H09000131094 3

H09000131094 3

(f) To receive, hold, invest and administer property and to make expenditures to or for the exclusive benefit of the Corporation and the University, a member of the state university system of the State of Florida;

(g) To carry out its functions such that no substantial part of the Corporation's activities 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;

(h) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code; and

(i) In order to further the purposes described above, to exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

#### **ARTICLE IV POWERS**

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, trustees or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, 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 taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon certification as a direct support organization by the University's Board of Trustees, the Corporation shall be authorized to use the property, facilities and personal services of the University, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the University.

H09000131094 3

H09000131094 3

**ARTICLE V  
BOARD OF TRUSTEES**

The Corporation shall be managed by or under the direction of a Board of Trustees. At all times, there shall be a total of not less than three (3) or more than forty (40) members of the Board of Trustees. The Board of Trustees shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of trustees shall be as stated in the Bylaws of this Corporation.

**ARTICLE VI  
MEMBERS**

The Corporation shall have two classes of members: voting and non-voting.

All members of the Corporation as of the date hereof shall continue as non-voting members, with all rights and privileges appurtenant thereto but without any voting rights and shall not have a right to participate in the operation or management of the Corporation. The University shall be the sole voting member of the Corporation.

The Board of Trustees may establish from time to time such other classes of membership as it may deem advisable and appropriate; provided, however, that any such other classes of membership shall have no voting rights and shall not have a right to participate in the operation or management of the Corporation.

**ARTICLE VII  
DISSOLUTION**

In the event of dissolution of the Corporation, the winding up of its affairs, the decertification of the Corporation as a direct support organization by the University, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the Board of Trustees of the Corporation to the University or its designee, or if the University has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

**ARTICLE VIII  
AMENDMENT**

These Amended and Restated Articles of Incorporation may be altered, amended, rescinded or repealed at any meeting of the Board of Trustees by the

H09000131094 3

**H09000131094 3**  
affirmative vote of a majority of the Trustees then in office; provided, however,  
that any such action must be confirmed by the University to be effective.

**ARTICLE IX  
REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the registered agent are Shari A.  
Shuman, University of North Florida, 1 UNF Drive, Jacksonville, Florida 32224.

**ARTICLE X  
INDEMNIFICATION**

Trustees, officers, employees and agents of the Corporation shall be  
indemnified to the full extent permitted by Florida law.