

741881

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SECRETARY OF STATE
TALLAHASSEE, FL

Amended & Restated

177 9 1 2021

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tampa Museum of Art, Inc.

DOCUMENT NUMBER: 741881

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

Please return all correspondence concerning this matter to the following:

Ronald A. Christaldi, Esquire

(Name of Contact Person)

Shumaker Loop & Kendrick, LLP

(Firm/ Company)

101 E. Kennedy Blvd., Suite 2800

(Address)

Tampa, FL 33602

(City/ State and Zip Code)

Michael.Tomor@TampaMuseum.org

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

For further information concerning this matter, please call:

Jennifer Fabian

813

221-7161

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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2021 MAR 29 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2021

RONALD A. CHRISRALDI, ESQ.
SHUMAKER LOOP & KENDRICK, LLP
101 E. KENNEDY BLVD - STE. 2800
TAMPA, FL 33602

SUBJECT: TAMPA MUSEUM OF ART, INC.
Ref. Number: 741881

We have received your document for TAMPA MUSEUM OF ART, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 521A00002169

Rec 3/29

SHUMAKER.

Shumaker, Loop & Kendrick, LLP

JENNIFER EISENBERG FABIAN
813.221.7161
jefabian@shumaker.com

Bank of America Plaza 813.229.7600
101 East Kennedy Boulevard 813.229.1660 fax
Suite 2800
Tampa, Florida 33602

www.slk-law.com

March 25, 2021

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

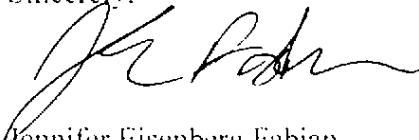
Re: Tampa Museum of Art, Inc.
Reference Number: 741881
Letter Number: 521A00002169

Dear Sir or Madam:

Please find enclosed a Certificate as to Amended and Restates Articles of Incorporation for the Tampa Museum of Art, Inc. along with your letter requesting same.

Thank you for your attention to this matter, and please contact me if you have any questions or concerns.

Sincerely,



Jennifer Eisenberg Fabian
Paralegal

/jef
Enclosures

**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA MUSEUM OF ART, INC.**

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2021 MAR 29 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FL

I HEREBY ACKNOWLEDGE, as the duly elected and qualified Chair of TAMPA MUSEUM OF ART, INC. (the "Corporation"), the following:

That these Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation at a duly called meeting on the 21st day of October, 2020, pursuant to Section 617.1007, Florida Statutes; and

That the Corporation had no members entitled to vote on these Amended and Restated Articles of Incorporation.

Dated this __5th__ day of March, 2021.

TAMPA MUSEUM OF ART, INC.

By: Dianne Jacob
Dianne Jacob, Chair

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA MUSEUM OF ART, INC.

FILED
2021 MAR 29 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of this Corporation shall be the Tampa Museum of Art, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the principal office of this Corporation shall be located in the County of Hillsborough at 120 West Gasparilla Plaza, Tampa, Florida 33602.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law

ARTICLE IV
CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they may exist or as they may hereinafter be amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) to advance the visual arts through exhibitions and educational programs for the broadest possible audience, and, in furtherance of these purposes the Corporation shall operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

A. No part of its net earnings shall inure to the benefit of, or be distributed to any member, trustee, officer or other individual, except in the form of reasonable compensation for services rendered to the Corporation which are unrelated to Board duties; and

B. 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 any candidate for public office except as authorized for organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not (i) carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) carry on activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V **REGISTERED AGENT**

The registered agent of this Corporation shall be: Michael A. Tomor, PhD. The street address of the registered agent of this Corporation shall be: 120 West Gasparilla Plaza, Tampa, Florida 33602.

ARTICLE VI **BOARD OF TRUSTEES**

The method of election and removal of trustees shall be as set forth in the Bylaws of the Corporation

ARTICLE VII **MEMBERSHIP**

The Corporation has no members as contemplated by the Florida Not for Profit Corporation Act.

ARTICLE VIII **INCORPORATOR**

The name and street address of the incorporator is on file with the State of Florida.

ARTICLE IX **AMENDMENTS**

All amendments to these Articles may be adopted, altered or amended or repealed only by affirmative vote of two-thirds (2/3) of the Trustees present and voting at a duly constituted annual, regular or special meeting called for such purpose and upon the giving of ten (10) days written notice of the intention to submit such amendments.

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

If, at any time, the Corporation shall cease to carry out the purposes as herein stated, all of the assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and they shall be applied exclusively for the education of the public in the visual arts.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 21st day of October, 2020.

By: _____

Chair