

Division of Corporations

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE CHILDREN'S MUSEUM, INC.

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October 22, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE CHILDREN'S MUSEUM, INC.
498 CRAWFORD BOULEVARD
BOCA RATON, FL 33433

SUBJECT: THE CHILDREN'S MUSEUM, INC.
REF: 746729

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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.

Darlane Connell
Regulatory Specialist III

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DIVISION OF CORPORATIONS
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CHILDREN'S MUSEUM, INC.
(A Florida Corporation Not For Profit)**

The Children's Museum, Inc., a Florida not for profit corporation (the "Corporation"), hereby certifies as follows:

FIRST. The Corporation filed its original Articles of Incorporation with the Florida Department of State on April 12, 1979, and Amended Articles of Incorporation on April 18, 1988.

SECOND. These Second Amended and Restated Articles of Incorporation amend, restate and integrate the provisions of the Articles of Incorporation and were duly adopted on September 18, 2014 by the Board of Directors in accordance with the provisions of the Florida Not For Profit Corporation Act. The Corporation has no members and, accordingly, no members were entitled to vote on the amendment.

THIRD. The text of the Second Amended and Restated Articles of Incorporation is hereby restated to read herein as set forth in full:

ARTICLE I

Name

The name of the Corporation shall be THE CHILDREN'S MUSEUM, INC.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

A. The purposes for which this Corporation is organized are to receive and maintain real, tangible, or intangible property, or any combination of the three, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, athletic and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the regulations issued pursuant thereto or the corresponding provision of any future United States Internal Revenue law. In furtherance of the above enumerated purposes, this Corporation shall have any and all lawful powers provided in the Florida Statutes that are not in conflict with these articles.

Without limitation to the foregoing, the Corporation shall operate the Boca Raton Children's Museum (the "Museum") for the purpose of developing creative and critical thinking skills in children through exposure to the arts and humanities integrated with history and science.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are

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deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

Restrictions

A. This Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act (the "Act"), and is created, organized, and shall be operated exclusively for religious, charitable, scientific, literary, athletic and educational purposes.

B. This Corporation is one that does not contemplate pecuniary gain or profit to directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, of or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to religious, charitable, scientific, literary, athletic and educational purposes. In the event of a dissolution of this Corporation, unless otherwise determined by the Board of Directors of the Corporation, the assets shall be distributed to the Florence Fuller Child Development Center, Inc., a Florida not for profit corporation ("FFCDC"); provided always, however, that such entity is in existence at the time of the dissolution of the Corporation and qualifies for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code. In the event that either the Board of Directors determines to distribute the assets otherwise or the FFCDC either is no longer in existence or fails to qualify under Section 501(c)(3) of the Internal Revenue Code, then upon dissolution of the Corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for religious, charitable, scientific, literary, athletic or educational purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, or to the United States of America, the State of Florida, the County of Palm Beach or other local government. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of which the principal office of the Corporation is then located exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall also be subject to the following limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of

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the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(ii) The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or the corresponding provision of any future United States internal Revenue law,

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE VI

Members

The Corporation shall not have members within the meaning of the Act, unless the Bylaws provide that the Corporation shall have members. Instead, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these Articles of Incorporation. If the Bylaws provide that the Corporation shall have members, qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the Bylaws.

ARTICLE VII

Board of Directors

At the time of the adoption of these Amended and Restated Articles of Incorporation, this Corporation shall have not less than thirteen (13) directors nor more than thirty five (35). The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than three (3). At least a majority, and as many as all, of the directors of the Corporation shall be designated by Florence Fuller Child Development Center, Inc. in accordance with, and subject to, such procedures as may be provided for in the Articles of Incorporation and By-Laws of FFCDC. Subject always to the foregoing, the qualification and manner of election or appointment of Directors shall be as set forth in the Bylaws.

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ARTICLE VIII
Officers

The officers of the Corporation occupy those positions designated in the Bylaws, and they shall be elected and shall govern in accordance with the provisions of said Bylaws.

ARTICLE IX
Principal Office

The initial principal office and mailing address of the Corporation shall be:

498 Crawford Boulevard
Boca Raton, FL 33432

ARTICLE X
Indemnification

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action; suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

No Director shall be personally liable to the Corporation or to any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0831 of the Act or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the Corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation; or
- (iv) shall have derived improper personal benefit.

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ARTICLE XI

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XII

General References

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the understated President of the Corporation has executed these Second Amended and Restated Articles of Incorporation on the 18th day of September, 2014.

THE CHILDREN'S MUSEUM, INC., a Florida
not for profit corporation

By: 

Penny Morey, President

Attest:


Scott Medley, Secretary

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