

N00000001822

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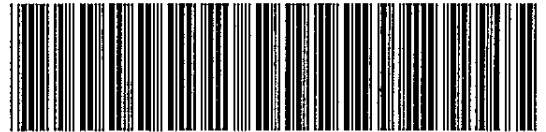
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HISTORY, HERITAGE AND HOPE FOUNDATION INC

DOCUMENT NUMBER: N00000001822

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

Please return all correspondence concerning this matter to the following:

KAREN JUBRAIL
(Name of Contact Person)

FLORIDA HOLOCAUST MUSEUM
(Firm/ Company)

55 FIFTH STREET SOUTH
(Address)

ST. PETERSBURG, FL 33701
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

KAREN JUBRAIL at (727) 820-0100 x230
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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
409 E. Gaines Street
Tallahassee, FL 32399

FILED

04 SEP 24 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

HISTORY, HERITAGE AND HOPE FOUNDATION, INC.

Pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"), the undersigned, president of History, Heritage and Hope Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby files these Amended and Restated Articles of Incorporation in accordance with the provisions of the Act. There being no members of the Corporation entitled to vote on the proposed amendment and restatement, the following Amended and Restated Articles of Incorporation were adopted by unanimous consent of the Corporation's Board of Directors pursuant to Section 617.1007 of the Act on September 17, 2004. The following Amended and Restated Articles of Incorporation amend and supersede the Corporation's Articles of Incorporation as filed with the Florida Department of State on March 21, 2000:

ARTICLE I

NAME

The name of this corporation (the "Corporation") is:

HISTORY, HERITAGE AND HOPE FOUNDATION, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation are:

55 5th Street South
St. Petersburg, Florida 33701

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), and the regulations promulgated thereunder. Within the scope of the foregoing, the Corporation shall be organized and operated (i) for the benefit of, (ii) to perform the functions of, or (iii) to carry out the purposes of The Florida Holocaust Museum, Inc., an organization described in Sections 170(b)(1)(A)(vi) of the Code, so long as it shall be so described. In the event it ceases to be so described, the Corporation shall support another organization that is so described and has similar purposes. In furtherance of such purposes, the Corporation shall be authorized:

(a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities.

(b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

(d) To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be used exclusively for such purposes.

(f) To invest and reinvest funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use a corporation seal.

(j) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Code and to the other limitations provided in these Articles of Incorporation.

ARTICLE V

MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors (which number shall not be less than three) shall be as provided in the bylaws.

The names and addresses of the current directors at the time of filing these Amended and Restated Articles of Incorporation are as follows:

Walter Loebenberg
7834 9th Avenue South
St. Petersburg, Florida 33707

Paul Martin
P. O. Box 31963
Knoxville, Tennessee 37930-1963

Amy Epstein
9040 Water Ash Lane
Pinellas Park, Florida 33782

Henceforth, all of the directors of the Corporation shall be elected by the Board of Directors of The Florida Holocaust Museum, Inc. To the extent not inconsistent with the preceding sentence, the terms for which the directors shall serve, and the method of election of directors, shall be as stated in the bylaws.

ARTICLE VII

DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation for services rendered to the Corporation as a director. An officer of the Corporation may receive compensation for services rendered to the Corporation as an officer, so long as such compensation is reasonable in character and amount, specified in a written contract, and approved in the manner provided by the bylaws. A director, officer, or committee member of the Corporation may receive reimbursement for expenses or advances made for the Corporation, so long as such reimbursement is reasonable in character and amount and approved for payment in the manner provided by the bylaws. Further, a director, officer, or committee member may receive payment of reasonable compensation for services rendered to the Corporation in any other capacity. Notwithstanding any other provision in this paragraph, the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Code.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. Such interested director or directors, officer or officers shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII

CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the Corporation, and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; except that, in the event the Corporation makes an election under Section 501(h) of the Code, such activities may be carried on to the extent permitted pursuant to that section. 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.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be

conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE IX

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Code as are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in 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.

ARTICLE X

AMENDMENTS TO BYLAWS

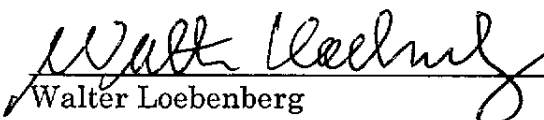
The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's registered agent at that address, who is authorized to receive service of process, is Intrastate Registered Agent Corporation.

IN WITNESS WHEREOF, the undersigned in his capacity as President of the Corporation has executed these Amended and Restated Articles of Incorporation this 22 day of September, 2004.


Walter Loebenberg

Articles of Amendment
to
Articles of Incorporation
of

HISTORY, HERITAGE AND HOPE FOUNDATION, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

N00000001822

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE VI - AMENDED LAST PARAGRAPH TO READ:

HENCE FORTH, ALL OF THE DIRECTORS OF THE
CORPORATION SHALL BE ELECTED BY THE BOARD OF
DIRECTORS OF THE FLORIDA HOLOCAUST MUSEUM, INC.

ARTICLE VII - AMENDED TO ALLOW OFFICERS TO
RECEIVE COMPENSATION;

AN OFFICER OF THE CORPORATION MAY RECEIVE
COMPENSATION FOR SERVICES RENDERED TO THE
CORPORATION AS AN OFFICER, SO LONG AS SUCH
COMPENSATION IS REASONABLE IN CHARACTER AND
AMOUNT, SPECIFIED IN A WRITTEN CONTRACT, AND
APPROVED IN THE MANNER PROVIDED BY THE BYLAWS.

(Attach additional pages if necessary)

(continued)

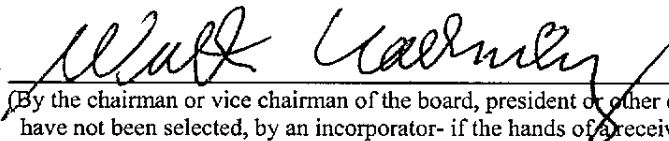
The date of adoption of the amendment(s) was: SEPTEMBER 22, 2004

Effective date if applicable: SEPTEMBER 22, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 23 day of SEPTEMBER, 2004.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

WALTER LOBBENBERG
(Typed or printed name of person signing)

PRESIDENT & DIRECTOR
(Title of person signing)

FILING FEE: \$35