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FLORIDA NON-PROFIT CORPORATION

INDIAN RIVER COUNTY CHILDREN'S MUSEUM, INC.

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**ARTICLES OF INCORPORATION
OF**

**INDIAN RIVER COUNTY CHILDREN'S MUSEUM, INC.
(A Not for Profit Corporation)**

**ARTICLE I
NAME**

The name of the Corporation shall be INDIAN RIVER COUNTY CHILDREN'S MUSEUM, INC. (hereinafter referred to as the "Corporation"). Its principal office shall be located at 3111 Cardinal Drive, Vero Beach, Indian River County, Florida 32963 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of those purposes, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide, and by the laws governing organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and

Instrument Prepared By:
Richard B. Candler, Esq.
3111 Cardinal Drive
Vero Beach, FL 32963
561/231-6900
Florida Bar No. 510040
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empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, above. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

ARTICLE VII VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

ARTICLE VIII LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Corporation shall be liable for debts of the Corporation.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed, for any expense incurred in connection with any

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claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

ARTICLE X BOARD OF DIRECTORS

The method of election of directors, as well as the method for increasing or decreasing the number of the Board, shall be as stated in the By-Laws.

ARTICLE XI INCORPORATOR

The names and addresses of the incorporators are as follows:

NAME	ADDRESS
Nancy B. Reed	501 Marbrisa Drive Vero Beach, FL 32963
Richard B. Candler	3111 Cardinal Drive Vero Beach, FL 32963

ARTICLE XII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 XIII INITIAL REGISTERED OFFICE AND AGENT


The registered office for the Corporation and the registered agent for the Corporation at that address is the following: Richard B. Candler, 3111 Cardinal Drive, Vero Beach, Florida 32963.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of November, 2000.


Nancy B. Reed, Incorporator

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Richard B. Candler, Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Richard B. Candler, Registered Agent

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