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The Museum of Twenty-First Century Arts, Inc.
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**ARTICLES OF INCORPORATION OF
THE MUSEUM OF TWENTY-FIRST CENTURY ART, INC.
A FLORIDA NONPROFIT CORPORATION**

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The undersigned, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: The Museum of Twenty-First Century Art, Inc. Principal office address is 1605 Lark Lane, Brandon, FL 33510.

Article 2. Not for Profit. The Corporation is a corporation not for profit, as defined in Section 617.01401 Florida Statutes (2000). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

Article 3. Duration. The duration, or term, of the Corporation is perpetual, and shall commence on the date of filing these Articles.

Article 4. Purposes. The Corporation is organized and shall be operated exclusively for, the following purposes:

- A. The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes, and it is authorized to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.
- B. All of the assets and earnings of the Corporation shall be used exclusively for the purposes hereinafter set out, including the payment of expenses incidental thereto; and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors or Officers.
- C. The corporation is dedicated to collecting the work of artists living and working in the twenty-first century, in order to preserve the achievements of today's artists as well as the history of society's transition into the digital age. Though the Corporation will focus on the human response to technology, the creative expression need not employ any technology as a medium, nor as a subject matter. The Corporation will collect works in all media, including traditional and emerging; physical, virtual, and intangible; as well as performance art (as opposed to a performing art) created as a re-executable work. The Corporation will dedicate itself to education and act as a community cultural center where the human spirit is challenged, nourished, comforted and celebrated. Though the Corporation will have "current art" as a primary focus for its collecting, the relevance of history and the importance of understanding the foundation of art in general will be acknowledged. Therefore, the Corporation will not restrict its collection to works created in the twenty-first century

alone, and will, from time to time, acquire works necessary to fully comprehend its primary collection.

- D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Powers.

- A. The Corporation shall have and exercise all rights and powers necessary or convenient to effect any and all of the charitable, educational and scientific purposes for which this Corporation is organized.
- B. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status: (1) as a Corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the current, applicable Internal Revenue Code; or (2) as a Corporation contributions to which are deductible under Section 170(c)(2) of the current, applicable Internal Revenue Code.
- C. Notwithstanding any other provision of these Articles of Incorporation, all of this Corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this Corporation to tax under Section 4942 of the Internal Revenue Code.
- D. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not: (1) engage in any act of self-dealing [as defined in Section 4941(d) of the Internal Revenue Code]; (2) retain any excess business holdings [as defined in Section 4943(c) of the Internal Revenue Code]; (3) Make any investments in such manner as to subject this Corporation to tax under 4944 of the Internal Revenue Code; or (4) Make any taxable expenditures [as defined in Section 4945(d) of the Internal Revenue Code].
- E. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article 6. Members. The Corporation shall have Members who shall be, from time to time, elected and admitted to membership by the Board of Directors, in accordance with the Bylaws of this Corporation.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1605 Lark Lane, Brandon, Florida 33510, and the name of its initial Registered Agent at that address is Marlene D. Boggs.

Article 8. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time

to time in accordance with the Bylaws, but shall never be less than three. The Bylaws may provide for ex officio and honorary directors, and describe their rights and privileges. The names and addresses of the initial Directors of the Corporation are as follows:

Marlene D. Boggs
1605 Lark Lane
Brandon, FL 33510

Georgiene L. Wagner
3750 Coquina Key Dr.
St. Petersburg, FL 33705

Rebecca Elizabeth Brice
728½ Third Avenue South
St. Petersburg, FL 33701

J.S.G. Boggs
1605 Lark Lane
Brandon, FL 33510

Article 9. Officers. The officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Marlene D. Boggs	(as shown above)
Vice President	Georgiene L. Wagner	(as shown above)
Treasurer	J.S.G. Boggs	(as shown above)

Article 10. Incorporators. The name and Address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Robert B. Hicks	14259 Shearwater Court, Clearwater, FL 33762

Article 11. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

The provisions of Section 607.0206, Florida Statutes (2000), as amended from time to time, shall govern the Bylaws.

Article 12. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.


Article 13. Nonstock Basis. The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership of proprietary interest in the Corporation.

Article 14. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida Business Corporation Act and the Florida Not for Profit Corporation Act.

Article 15. Commencement of Corporate Existence. In accordance with Section 617.0123, Florida Statutes (2000), the date when corporate existence shall commence is on the date these Articles of Incorporation are accepted for filing, as evidenced by the Department of State.

Article 16. Dissolution. In the event of dissolution of the Corporation, or the winding down of its affairs, all of the remaining assets of the Corporation, after payment of its liabilities, shall be distributed exclusively to scientific, educational or charitable organizations in Pinellas County, Florida, which then would qualify for the provisions of 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder, and no Trustee, Officer or private individual shall be entitled to share in the distribution of any of said assets.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of November, 2000.

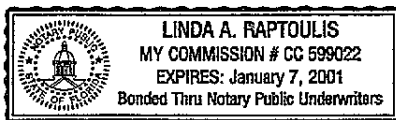

Robert B. Hicks, Incorporator

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STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

Before me personally appeared Robert B. Hicks, to me well known, and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of November, 2000.



Linda A. Raptoulis
Notary Public

State of Florida at Large

My commission expires:

January 7, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of The Museum of Twenty-First Century Art, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 20th day of November, 2000.

Marlene D. Boggs
Marlene D. Boggs, Registered Agent