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Frazer
Hubbard
& Brandt
Trask

L.L.P.
Attorneys At Law

Post Office Box 1178
595 Main Street
Dunedin, Florida 34698

☐ MAIL

(Business Entity Name)

(Document Number)

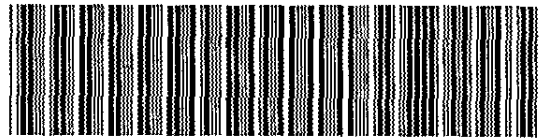
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



JOHN G. HUBBARD
MARK W. BRANDT
* THOMAS J. TRASK
* RICHARD A. ALEXANDER
LYNNA A. BRAUER

November 21, 2002

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

SUBJECT: PINELLAS MUSEUMS ASSOCIATION, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
\$70.00	\$78.75	X \$78.75	\$131.25

Filing Fee	Filing Fee	Filing Fee	Filing Fee,
& Certificate	& Certified	Certified	
Copy	Copy &	Certificate	

ADDITIONAL COPY REQUIRED

FROM: Frazer Hubbard Brandt & Trask, LLP

595 Main Street

Dunedin, FL 34698

727 733-0494

ARTICLES OF INCORPORATION OF
PINELLAS MUSEUMS ASSOCIATION, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE ONE. NAME

The name of this corporation is PINELLAS MUSEUMS ASSOCIATION, INC.

ARTICLE TWO. STATEMENT OF
CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC
PURPOSES

(a) This specific and primary purpose for which this corporation is formed is to increase the cooperation, coordination and education between Pinellas County's art, history and science museums; to create an atmosphere of cooperation, not competition, to coordinate events and to share information so that whenever possible exhibits and special events are provided on a cooperative basis; to inform, educate and entertain the residents and visitors to Pinellas County and to provide a forum where professional staff, board members and volunteers can informally share news, information, resources and concerns without regard to title or hierarchy within their individual museum organizations. It is additionally the purpose of the corporation to enhance knowledge and understanding of the local museums and to promote educational opportunities among the area's museum professional staff, board members and volunteers and to help promote public relation efforts for museums in the Pinellas County area, to develop strategies to increase their visibility and in order to accomplish this goal, to have museums work together in a cooperative relationship to provide a unique cultural destination for visitors to and residents of Pinellas County.

(b) The general purposes for which this corporation is formed are to operate exclusively for artistic, charitable and creative educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under this Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE SIX. SUBSCRIBER

The name and address of the subscribers of this corporation are as follows:

Vincent Luisi, President
The Dunedin Historical Museum
349 Main Street
Dunedin, FL 34698

Randolf A. Lightfoot, Secretary
Largo Area History Society
1521 S. Jefferson Avenue
Clearwater, FL 33756

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Pinellas. The street address of the initial principal office of the corporation and the initial mailing address is 349 Main Street, Dunedin, FL 34698

(b) The name and address of this corporation's initial registered agent is Vincent Luisi, 349 Main Street, Dunedin, FL 34698

ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS

(a) *Board of Trustees.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the

corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted by the members.

The manner in which the members of the board of trustees are to be elected will be as set forth in the bylaws.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

(b) *Corporate Officers.* The board of trustees shall elect the following officers: president and secretary and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers: Vincent Luisi, President, 349 Main Street, Dunedin, FL 34698 and Randolph A. Lightfoot, Secretary, 1521 S. Jefferson Avenue, Clearwater, FL 33756.

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

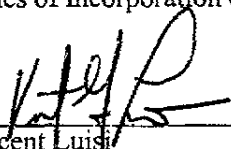
ARTICLE ELEVEN: DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. AMENDMENT OF
ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

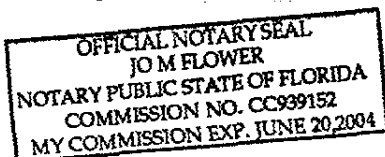
We the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on 20th day of November, 2002.

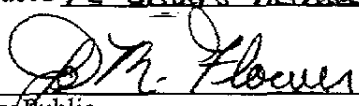


Vincent Luisi

STATE OF FLORIDA
COUNTY OF PINELLAS


The foregoing instrument was acknowledged before me this 20th day of November, 2002, by Vincent Luisi, who is personally known to me or who has produced FL drivers license as identification.





Notary Public

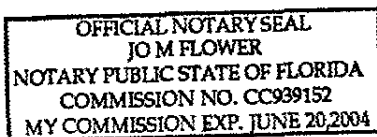
My Commission Expires:



Randolph A. Lightfoot

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of November, 2002, by Randolph A. Lightfoot, who is personally known to me or who has produced FL drivers license as identification.





Notary Public

My Commission Expires:

CERTIFICATE

**DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
ASSOCIATION,
IS SUBMITTED: **PINELLAS MUSEUMS**, INC. desiring to organize or qualify
under the laws of the State of Florida, with the principal place of business in the City of Dunedin,
Florida, has named **Vincent Luisi** as its resident agent to accept service of process within Florida.

Signature: _____

Title: _____

Date: _____

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the place
designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

Date: _____

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