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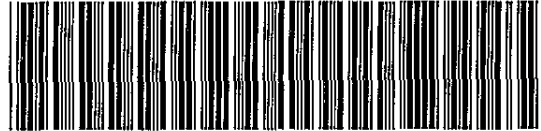
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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

The Henry McBride Foundation, Inc.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
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Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE HENRY MCBRIDE FOUNDATION, INC.
(A Corporation Not-for-Profit)

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation shall be:

THE HENRY MCBRIDE FOUNDATION, INC.

ARTICLE II.

PRINCIPAL OFFICE

The street address and the mailing address of the principal office of this corporation is:

1430 Gulf Boulevard, Unit 610
Clearwater, Florida 33767-2839

ARTICLE III.

DURATION

The corporation shall have perpetual existence.

ARTICLE IV.

PURPOSES

This corporation is organized exclusively for charitable, educational, literary, and scientific purposes. Its principal purpose is to educate the public about the works of Henry McBride, the foremost modern art critic of the 20th Century, and the art and artists of his time; and to inform the public more generally on art appreciation, art criticism and literature through educational and charitable programs.

ARTICLE V.

POWERS AND RESTRICTIONS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any members, trustees, directors, officers, or other private persons, except that 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 IV hereof. 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 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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax laws.

(b) No member, trustee, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI.

MEMBERSHIP

This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

There shall be only one member of this corporation. Such member shall elect the Directors of this corporation and shall have

the power to remove Directors and to amend these Articles of Incorporation. The initial member shall be Maximilian H. Miltzlaff. Such membership shall be fully transferable by the member, provided that such transfer shall not disqualify this corporation from being (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) able to receive contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax laws.

This corporation shall not issue member certificates.

ARTICLE VII.

BOARD OF DIRECTORS

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis by the member of the corporation in the manner which shall be provided in the Bylaws, but the term of office of any Director may be for a period of more than one (1) year as provided in the Bylaws. The Directors shall have the sole voting power and control of the corporation, subject to the right of the member of the corporation to elect and remove the Directors and to amend the Articles of Incorporation.

The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors. Vacancies on the Board of Directors shall be filled by the member of the corporation by electing new Directors as provided in the Bylaws. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are elected, as provided in the Bylaws, are:

Maximilian H. Miltzlaff
1430 Gulf Boulevard, Unit 610
Clearwater, Florida 33767-2839

Christien A. Ducker
58 Newtown Avenue
Norwalk, Connecticut 06851

Christine Lawrence-Bell
58 Newtown Avenue
Norwalk, Connecticut 06851

Michael P. Spizzirri
280 Davis Avenue
Greenwich, Connecticut 06830

ARTICLE VIII.

INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IX.

BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE X.

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be: 150 Second Avenue North, Suite 1100, St. Petersburg, Florida, 33701.

The registered agent shall be: Holger D. Gleim.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XI.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the member of the corporation from time to time.

ARTICLE XII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Holger D. Gleim, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida, 33701.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 24th day of July, 2003.



HOLGER D. GLEIM

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby agree to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of §617.0501, Florida Statutes.



Holger D. Gleim
Registered Agent

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