

NO3000009555

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000023897810

11/04/03--01001--015 **70.00

FILED

RECEIVED

03 NOV -4 PM 12:34

03 NOV -4 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
REGISTRARS
TALLAHASSEE, FLORIDA

3m 11/4

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sarasota International

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

_____ Art of Inc. File _____
_____ LTD Partnership File _____
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
_____ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
_____ Cert. Copy _____
_____ Photo Copy _____
_____ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
_____ Fictitious Owner Search _____
_____ Vehicle Search _____
_____ Driving Record _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ Courier _____

Articles of Incorporation
of
Sarasota International Museum of
Contemporary Art + Design, Inc.
(a Corporation Not for Profit)

03 NOV -4 PM 12:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the "Florida Not For Profit Corporation Act," does hereby adopt the following Articles of Incorporation:

Article I
Name of Corporation

The name of the Corporation is:

Sarasota International Museum of Contemporary Art + Design, Inc.

Its principal office is the following, or at such other place as may be designated, from time to time, by the Board of Directors:

3400 S. Tamiami Trail, Sarasota, Florida 34239

Article II
Purposes

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it of gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for educational, environmental, cultural and other charitable purposes including:

a. To distribute property in accordance with the terms of gifts, bequests or devises made to the corporation which are not inconsistent with its purposes.

b. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if, in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian

or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

Other purposes of the Corporation shall be to establish a Sarasota, Florida-based international art museum that will be a center for global developments in modern and contemporary art, while remaining deeply rooted in the local community. The foregoing will be accomplished in the following manner:

1. Establish a permanent, landmark facility (or facilities) to provide museum and exhibition space primarily for the display and interpretation of pieces of contemporary art, and secondarily design and architecture of the highest quality, regardless of form, created by individuals from around the globe, as well as the conduct of research relating thereto, and to house permanent offices for the Corporation and its operations.
2. Develop a permanent collection of pieces of noteworthy contemporary art and design, created by individuals from around the globe, and acquire and display traveling collections of noteworthy contemporary art and design.
3. Exhibit the work of leading international artists through the establishment of a collaborative network of world-class museums.
4. Encourage the creation of international exchange programs and provide the resources and short-term residence facilities for visiting artists.
5. Encourage and promote the dissemination of American art abroad, acting as a stimulus for contemporary art to flourish and be seen by the widest possible audience.
6. Provide educational programs to foster public appreciation of contemporary art and design for all ages at the local, regional, national and international levels, including, but not limited to, lectures, book signings, film screenings, speakers bureaus, and visiting artist and scholar lectures.
7. Focus on the modern and contemporary art and crafts of the United States, with a special emphasis on minority artists and artisans of all ethnicity.
8. Organize and promote tours of other institutions and entities of similar persuasion to foster awareness and understanding of national and international trends in contemporary art and design, and to assist in the interpretation of the Corporation's collections.
9. Develop tangible and intangible media (including videos, documentaries, websites, books, reproductions of acquired pieces, and other publications) to support and promote the Corporation's artistic and educational programs, and to promote local tourism activities and other business development purposes consistent with the artistic and educational goals of the Corporation.
10. Develop tangible and intangible media (including videos, documentaries, websites, books, reproductions of acquired pieces, and other publications) to support and promote the Corporation's artistic and educational programs, and to promote local

tourism activities and other business development purposes consistent with the artistic and educational goals of the Corporation.

11. Establish a library for the purpose of research and as a scholarly resource for students and art historians.

12. Present symposia, conferences, and other special events that bring attention to contemporary art and design, further educate the public about the value of such work, and promote the sharing of information with individuals and entities from other regions and nations.

13. Provide a forum for Western and non-Western artists alike to share their work with a global audience, promoting the exchange of ideas and dialogue.

14. Coordinate, communicate and cooperate with other local, regional and national organizations with similar interests in the arts and related fields.

15. Promote excellence in contemporary art and design locally and globally through programs of education, research and advocacy, with a goal toward enriching the lives of the community at large, through exposure to new ideas, cultures and artistic endeavors.

16. Recognize and reward outstanding artistic and design achievement locally and globally.

17. Establish a program to encourage and recognize young and emerging artists in the community and beyond, including the commissioning of new works of art.

18. Engage in other lawful activities in furtherance of the Corporation's purposes.

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 empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the 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).

Article III **Membership**

The qualifications for and manner of admission of Members shall be regulated by the Bylaws.

Article IV
Board of Directors

The number of Directors constituting the initial Board of Directors is three (3). 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 manner in which the Directors shall be elected shall be set forth in the Bylaws of the Corporation.

Article V
Corporate Existence

The Corporation shall exist perpetually.

Article VI
Bylaws

The Bylaws of the Corporation shall be adopted by and subject to amendment by the Board of Directors.

Article VII
Registered Office & Agent

The street address of the initial Registered Office of the Corporation is:

**3400 S. Tamiami Trail, Suite 202
Sarasota, Florida 34239**

The name of its initial Registered Agent at that address is:

Thomas B. Luzier, Esq.

Article VIII
Incorporator

The name and address of the Incorporator is as follows:

**Thomas B. Luzier, Esq.
Law Office of Riddell & Luzier
3400 S. Tamiami Trail, Suite 202
Sarasota, FL 34239**

Article IX
Distribution Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes for which this Corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

Article X
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

Article XII
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article XIII
Liability for Debts

Neither the Members nor the Officers or Directors of the Corporation shall be liable for the debts of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17th day of October 2003.



THOMAS B. LUZIER

STATE OF FLORIDA
COUNTY OF SARASOTA

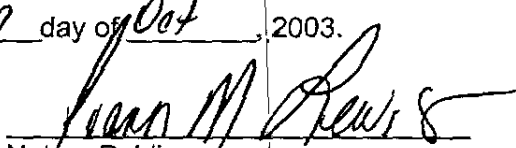
Before me personally appeared THOMAS B. LUZIER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17 day of Oct, 2003.

[SEAL]



Joann M. Lewis
My Commission DD0220239
Expires June 05, 2007

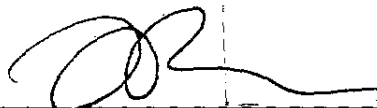


Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Sarasota International Museum of Contemporary Art + Design, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 17th day of October 2003.



THOMAS B. LUZIER
Registered Agent

FILED

03 NOV -4 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA