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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 21, 2018

TERRI LIPSEY SCOTT 2ND MAILING
2240 9TH AVENUE SOUTH
ST. PETERSBURG, FL 33712

SUBJECT: DR. CARTER G. WOODSON AFRICAN AMERICAN MUSEUM, INC.
Ref. Number: N04000000239

We have received your document for DR. CARTER G. WOODSON AFRICAN AMERICAN MUSEUM, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 618A00011799

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 6, 2018

TERRI LIPSEY SCOTT
2240 NINTH AVENUE - SOUTH
ST. PETERSBURG, FL 33712

SUBJECT: DR. CARTER G. WOODSON AFRICAN AMERICAN MUSEUM, INC.
Ref. Number: N04000000239

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Irene Albritton
Regulatory Specialist II

Letter Number: 618A00011799

FILED
2018 JUN 29 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

DR. CARTER G. WOODSON AFRICAN AMERICAN MUSEUM, INC.

Pursuant to provisions of Section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation, and the undersigned Chair and Secretary of the DR. CARTER G. WOODSON AFRICAN AMERICAN MUSEUM, INC. hereby certify that the following Amendments to the Articles of Incorporation were approved and adopted unanimously by all of the Members on March 13, 2018, at a meeting duly held after written notice duly given, and by unanimous vote of the Board of Directors at the same meeting, and the number of votes cast for the amendments was sufficient for approval, and these amendments are effective as of April 12, 2018.

ARTICLE I

Name

The name of the Corporation shall be: DR. CARTER G. WOODSON AFRICAN AMERICAN MUSEUM, INC.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purpose

- (A) This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986 (and the corresponding provision of any future United States Internal Revenue Law (the "Code")).
- (B) Specific Purpose. The specific purpose of this corporation is to maintain a public museum of African American history, art and culture. While acting as a depository for artifacts, objects, and ephemera, the corporation will also present and interpret, through exhibitions and educational activities, the history of people of color locally, regionally, nationally and internationally. The "Dr. Carter G. Woodson African American Museum" will further make the property available as an educational center to preserve, present and interpret African American history, art and culture.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The registered office of the corporation in the State of Florida is located at 2240 Ninth Avenue South, St. Petersburg, Florida 33712. The registered agent of the corporation in the State of Florida at the registered office is Terri Lipsey Scott.

ARTICLE V
MEMBERS

- (A) The Corporation shall include no less than 3 (three) members. The number of Members can be increased or decreased. The admission of Members to fill vacancies in case of death, resignation, removal or incapacity shall be as provided by Bylaws. The present Members of the Corporation are:

NAME	TITLE	ADDRESS
• Ray Arsenault	Directpr	2240 Ninth Avenue South, St. Petersburg, FL 33712
• Dana Battle	Chair	2240 Ninth Avenue South, St. Petersburg, FL 33712
• Frechette Bradley	Director	2240 Ninth Avenue South, St. Petersburg, FL 33712
• Roslyn Graham	Director	2240 Ninth Avenue South, St. Petersburg, FL 33712
• Sheree Greer	Director	2240 Ninth Avenue South, St. Petersburg, FL 33712
• Yolanda Hudson	Secretary	2240 Ninth Avenue South, St. Petersburg, FL 33712
• Erika Lopez	Vice Chair	2240 Ninth Avenue South, St. Petersburg, FL 33712
• Thelma McCloud	Treasure	2240 Ninth Avenue South, St. Petersburg, FL 33712
Carol M. Motley	Asst. Treasure	2240 Ninth Avenue South, St. Petersburg, FL 33712

The Members shall have all the rights and privileges of Members of the Corporation, including but not limited to the right to vote.

- (B) Those who contribute money, property or services to the Corporation are not members of the Corporation, and, have no membership rights as a result of such contributions.

ARTICLE VI
OFFICERS

The Corporation shall have the following Officers: Chair, Vice Chair, Treasurer, Assistant Treasurer and Secretary.

ARTICLE VII
BYLAWS

The Bylaws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the Members.

ARTICLE VIII
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be repealed, modified or amended, in whole or in part, and new additions made thereto or new Articles adopted by eighty (80) percent of the Members.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its Members, Directors, Officers, employees, and agents in accordance with provisions in the Bylaws of the Corporation.

The Dr. Carter G. Woodson African American Museum, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 12st day of April 2018.

IN WITNESS WHEREOF, we hereby set our hands this 13th of March, 2018.


Frechette Bradley, Director

The date of each amendment(s) adoption: 3/13/2018, if other than the date this document was signed.

Effective date if applicable: 4/12/2018
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

5/24/2018

Signature

Frechette Bradley

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Frechette Bradley

(Typed or printed name of person signing)

Director

(Title of person signing)