

04/09/04

14:13

CCRS - 2050381

10.8

001

NO4000003681Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000075889 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0399.25235

FLORIDA NON-PROFIT CORPORATION

SARASOTA MUSEUM OF ART, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

CALL 1-800-FL-DA

2004 APR -9 AM 9:37

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

ja 4/13/04

H04000075889 3

FILED
2004 APR -9 AM 9:37
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SARASOTA MUSEUM OF ART, INC.
(Under Chapter 617 of the Florida Statutes)

The undersigned, acting as the incorporator of the corporation hereby being formed under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is SARASOTA MUSEUM OF ART, INC. (the "Corporation").

ARTICLE II - ADDRESSES

The street address of the initial principal office of the Corporation, and the mailing address of the Corporation, are as follows:

Street Address:

7857 Midnight Pass Road
Sarasota, FL 34242

Mailing Address:

7857 Midnight Pass Road
Sarasota, FL 34242

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized are to conduct the following activities, which are exclusively charitable, educational, literary and/or artistic within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax law:

- (a) to present, exhibit and display any and all forms of visual art (including without limitation, paintings, pastels, ceramics, sculptures, folk art, tapestries, artifacts, costumes, glassworks, video, interactive, etc.), in any and all manner and media (including temporary, permanent, travelling, and virtual exhibitions);
- (b) to collect any and all forms of visual art, with a primary focus on modern

H04000075889 3

H04000075889 3

and/or contemporary works;

- (c) to teach, educate and inform the public regarding the visual arts, including the creation of educational programs for visitors and groups (including without limitation, partnerships or programs with schools, senior citizen groups, minority organizations, universities, colleges, community groups, and arts organizations);
- (d) to develop, organize, produce, conduct and present public programs and community outreach programs related to the visual arts, including without limitation, lectures, seminars, and workshops;
- (e) to conduct such other activities as will foster an understanding, appreciation, awareness and/or education for the visual arts;
- (f) to purchase, lease, develop, design, build, construct, create, operate and manage a building to serve as a museum for the visual arts, to serve the public and visitors of all backgrounds;
- (g) to explore ways in which to focus, highlight, feature, honor and/or celebrate Sarasota in connection with the foregoing activities, including without limitation, Sarasota's history, local artists, collectors, other arts organizations, etc.; and
- (h) to conduct any and all other activities as shall further the Corporation's not-for-profit corporate purposes, and to have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.

ARTICLE IV - POWERS

In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in §617.0302 of the Florida Not For Profit Corporation Act, together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes herein set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

ARTICLE V - ELECTION OF DIRECTORS

The method of election of directors of the Corporation shall be stated in the By Laws of the Corporation.

H04000075889 3

H04000075889 3

ARTICLE VI - REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address are as follows:

Registered Agent:
Wendy G. Surkis

Registered Office:
7857 Midnight Pass Road
Sarasota, FL 34242

ARTICLE VII - INCORPORATORS

The name and address of each incorporator of the Corporation is as follows:

Incorporator:
Wendy G. Surkis

Address:
7857 Midnight Pass Road
Sarasota, FL 34242

ARTICLE VIII - NO MEMBER LIABILITY

No member of the Corporation, in his or her capacity as such, shall be personally liable for any act, debt, liability or obligation of the Corporation.

ARTICLE IX - MISCELLANEOUS

A. The Corporation is not being formed for pecuniary purposes or financial gain. No part of the Corporation's assets, income, profit or net earnings shall be distributed to or shall inure to the benefit of its members, directors, officers, or any private persons. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes. And distributions, in furtherance of the Corporation's purposes, may be made to organizations that qualify as exempt organizations under §501(c)(3) of the Code.

B. Notwithstanding any other provisions in these Articles of Incorporation, the Corporation is organized exclusively for one or more of the purposes specified herein, and shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under §501(c)(3) of the Code, or the corresponding provision of any subsequent federal tax law, or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Code, or the corresponding provision of any subsequent federal tax law.

C. No substantial part of the activities of the Corporation shall be devoted to carrying on

H04000075889 3

propaganda, or otherwise attempting to influence legislation, except to the extent authorized by §501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the activities so authorized by statute. The Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

D. Upon the dissolution of the Corporation, all of the Corporation's remaining assets shall, after payment of expenses and obligations, be distributed (i) for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or the corresponding provision of any subsequent federal tax laws, or (ii) to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned as of April 8, 2004.


Wendy G. Surkis, incorporator

REGISTERED AGENT - ACCEPTANCE OF APPOINTMENT

Having been named as Registered Agent and to accept service of process for SARASOTA MUSEUM OF ART, INC., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: April 8, 2004


Wendy G. Surkis, Registered Agent

OK:7422-1\Corporate\Articles of Incorporation

H04000075889 3

FILED

2004 APR -9 AM 9:37