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(City/State/Zip/Phone #)

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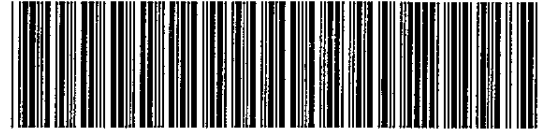
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/06/04--01055--001 **87.50

EFFECTIVE DATE
12/01/2004

FILED
04 DEC -6 AM 8:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1204-44888

TH 12/6/04

FRED H. STEFFEY
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR
SUITE 300 SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE SOUTH
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED
TAX LAWYER

December 3, 2004

TELEPHONE (904) 296-0037
FACSIMILE (904) 296-1435

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: JMOMA Properties, Inc.

Gentlemen:

Enclosed for filing is the executed original of the Articles of Incorporation of JMOMA Properties Inc., together with one copy to be stamped with the filing information and returned with your acknowledgment of the filing and a second copy to be certified and returned. Please also furnish a certificate of status.

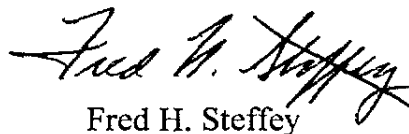
Also enclosed is my firm's check in the amount of \$87.50 to cover the following filing fees:

Filing Fee.....	\$ 35.00
Designation of registered agent.....	35.00
Certified copy.....	8.75
Certificate of Status.....	<u>8.75</u>

Total: \$ 87.50

If you have any questions, please give me a call.

Sincerely,


Fred H. Steffey

FHS:maw
Enclosure
cc: Mr. W. A. Gartner - w/o enclosure



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED

04 DEC 14 AM 7:47

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 8, 2004

FRED H STEFFEY, ATTORNEY
6620 SOUTHPPOINT DR SOUTH
STE 300 - SOUTHPPOINT BLDG
JACKSONVILLE, FL 32216

SUBJECT: JMOMA PROPERTIES, INC.
Ref. Number: W04000044888

We have received your document for JMOMA PROPERTIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the address in Article I, V and on certificate designating registered office and resident agent.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of 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) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 604A00068698

EFFECTIVE DATE
12/01/2004

C:\My Documents\Corporate\JMOMA Properties ART

ARTICLES OF INCORPORATION
OF
JMOMA PROPERTIES, INC.

FILED

04 DEC -6 AM 8:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation for charitable, educational and scientific purposes under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article I
Name and Principal Office

Section 1.1. Name. The name of the corporation is JMOMA Properties, Inc.

Section 1.2. Principal Office. The street address of the principal office of the corporation is 333 North Laura Street, Jacksonville, Florida 32202.

Article II
Duration

Section 2.1. Duration. The corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purposes

Section 3.1. Purposes. The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, but not limited to, holding and operating property and interests in property and making contributions to The Jacksonville Museum of Modern Art, Inc. and other organizations that qualify as exempt 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 (the "Code") and not for pecuniary profit.

Article IV **Membership**

Section 4.1. Members. The only members of the corporation shall be the persons who from time to time constitute the members of the Board of Trustees.

Section 4.2. Qualifications; Number; Admission. The only qualification for membership is membership on the corporation's Board of Trustees. The number and the manner of admission of Trustees are set forth in Article VI of those Articles and in the Bylaws of the corporation.

Article V **Initial Registered Office and Resident Agent**

Section 5.1. Office Address. The street address of the initial registered office of this corporation is 333 North Laura Street, Jacksonville, Florida 32202 and its mailing address is 333 North Laura Street, Jacksonville, Florida 32202.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is **JANE C. CRAVEN**.

Article VI **Board of Trustees**

Section 6.1. Number. The Board of Trustees of the corporation shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Trustees consist of less than three (3) persons.

Section 6.2. Selection. The members of the Board of Trustees shall be elected annually by the members of the Board of Trustees of The Jacksonville Museum of Modern Art, Inc. as provided in the Bylaws of the corporation.

Section 6.3. Names and Addresses of Initial Members of the Board of Trustees. The names and mailing addresses of the members of the first Board of Trustees of the corporation are:

Winfield A. Gartner
1660 Prudential Drive - Suite 203
Jacksonville, Florida 32207

Peter E. Bower
1301 Riverplace Boulevard - Suite 2130
Jacksonville, Florida 32207

John J. Allen
7220 Financial Way - Suite 400
Jacksonville, Florida 32256

Scott Baker
One Independent Drive - Suite 2300
Jacksonville, Florida 32202

Section 6.4. Executive Committee. The Board of Trustees may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Trustees.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

Section 7.1. Name. The name of the incorporator of the corporation is Jane c. Craven.

Section 7.2. Address. The address of the incorporator of the corporation is 333 North Laura Street, Jacksonville, Florida 32202.

ARTICLE VIII

STOCK AND DIVIDENDS PROHIBITED; MEMBERS' LIABILITY

Section 8.1. Stock and Dividends. The corporation shall have no capital stock and shall pay no dividends.

Section 8.2. Members' Liability. The private property of the members of the corporation shall not be liable for any obligation of the corporation.

ARTICLE IX **LIMITATIONS ON ACTIONS**

Section 9.1. Limitations on Distributions to Members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or any 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 III.

Section 9.2. Limitations on Political Activity. 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.

Section 9.3. Limitations in General. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Section 10.1. Distribution By Trustees. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation as set forth in Article III, including distributions to The Jacksonville Museum of Modern Art, Inc. or such other organizations organized and operated for such purposes as the Board of Trustees shall determine, provided that at the time they qualify as state or local governmental entities or exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under section 170(a)(2) of the Code.

Section 10.2. Distribution By Circuit Court. Any assets of the corporation not distributed by the trustees pursuant to Section 10.1 shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively to such state or local governmental entities or Section 501(c)(3) qualifying organizations as said court shall determine.

ARTICLE XI **POWERS**

Section 11.1. Powers in General. Subject to the restrictions and limitations set forth in Articles IX and X, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida and to make donations for charitable, educational and scientific purposes.

Section 11.2. Private Foundation Limitations. Notwithstanding any contrary provision of these Articles, during any period when the corporation shall be classified as a private foundation, as that term is defined in Section 509(a) of the Code, the corporation's powers shall be subject to the limitations set forth in Section 617.0835 of the Florida Statutes (or any comparable law in effect in Florida from time to time), the provisions of which section are incorporated in these Articles by this reference.

IN WITNESS WHEREOF, the incorporator has executed these Articles this
1 day of December, 2004.

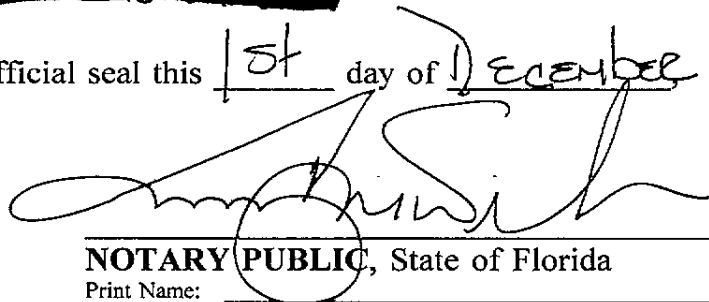


JANE C. CRAVEN
INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **JANE C. CRAVEN** (Known to me _____ or Type of Ident. & No.: FD) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed. ~~_____~~

WITNESS my hand and official seal this 1st day of December 2004.



NOTARY PUBLIC, State of Florida
Print Name: _____

My Commission Expires:



Amy McFadden Williams
My Commission DD216896
Expires June 13, 2007

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §48.091 and §607.0501, the following is submitted:

JMOMA Properties, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates **JANE C. CRAVEN** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 333 North Laura Street, Jacksonville, Florida 32202.

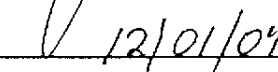
JMOMA Properties, Inc.

By:



JANE C. CRAVEN, Incorporator

Date:



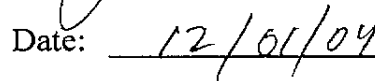
12/01/04

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.



JANE C. CRAVEN

Date:



12/01/04