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(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

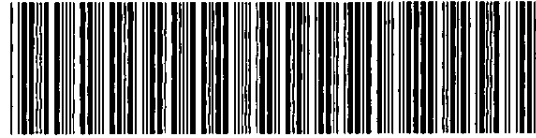
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 JUN - 1 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CAPITAL CONNECTION, INC.

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

MARIETTA Museum
of Art & Whimsy, Inc.

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 _____

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____ 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 _____

APPROVED
AND
FILED

09 JUN - 1 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARIETTA MUSEUM OF ART & WHIMSY, INC.

These articles of incorporation are signed by the undersigned incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME AND PRINCIPAL OFFICE

The name of this corporation is MARIETTA MUSEUM OF ART & WHIMSY, INC. The street address of the initial principal office of the corporation is 2121 N. Tamiami Trail, Sarasota, Florida 34234. The mailing address of the corporation is the same.

ARTICLE II. - TERM

The corporation shall have perpetual existence.

ARTICLE III. - PURPOSE

The nature of activities to be conducted are to engage in any lawful act or activity permitted under Florida Statutes, Chapter 617, which is charitable, religious and/or educational in nature, which entitles the Corporation to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (the "Code"), and more particularly to (a) operate an art museum open and available to the public to be known as the MARIETTA MUSEUM OF ART & WHIMSY (the "Museum"); (b) foster and promote education about works of art and the role of art in our culture and environment; and (c) inspire, challenge, and nurture creative expression by providing opportunities for the general public to view artworks collected, preserved and exhibited by the Museum.

ARTICLE IV. - MEMBERS

The corporation shall not have members.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of at least three directors. The rules concerning the size and governance of the board of directors, and the management of its affairs, shall be as set forth in the by-laws of the corporation.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The registered office for this corporation shall be 1515 Ringling Boulevard, 10th Floor, Sarasota, Florida 34236. The registered agent shall be MATTHEW B. MAYPER.

ARTICLE VII. – POWERS

Except as otherwise provided in these Articles of Incorporation, this corporation shall have and exercise all the power of not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the corporation.

ARTICLE VIII. – LIMITATION OF ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors or officers, but 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 II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX. – PRIVATE FOUNDATION LIMITATIONS

If the corporation is or becomes a private foundation (as defined in Section 509 of the Code), then the corporation will distribute its income for each taxable year in a way that will not subject it to tax under Section 4942 of the Code. The corporation shall not self-deal (as defined Section 4941(d) of the Code), shall not retain excess business holdings (as defined in Section 4943(c) of the Code), shall not make investments which will subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE X. - INCORPORATOR

The name and address of the incorporator are as follows:

MARIETTA FAGAN LEE
2121 N. Tamiami Trail
Sarasota, Florida 34234

ARTICLE XI. – BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted

by the requisite affirmative vote by the board of directors; provided however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity that will cause it to lose its exemption status under Section 501(c)(3) of the Code.

ARTICLE XIII.- DISSOLUTION

The Corporation may be dissolved and liquidated at any time by the affirmative vote of two-thirds (2/3) of the Board of Directors or as otherwise provided by Florida law. Upon liquidation, the assets remaining after payment of all liabilities shall be distributed, in the amount and proportion determined by the vote of two-thirds (2/3) of the Board of Directors, (i) to museums of art with missions and purposes similar to those of the Museum, and/or (ii) to public or private educational institutions and organizations for use in the advancement of education in the arts, and which in all cases are exempt from taxation under Section 501(c)(3) of the Code. Any remaining assets not so disposed of by the Board of Directors shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of the Corporation is then located, exclusively for exempt purposes taxation under Section 501(c)(3) of the Code, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.

ARTICLE XIV.- INDEMNIFICATION

To the maximum extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact he or she is or was a director or officer of the corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for a director or officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall enure to the benefit of the heirs and personal representative of such person; provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, the past or present officer or director instituting such suit shall not have the right of indemnification hereunder in connection with that suit. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth and, if such insurance is purchased but the proceeds thereof are not sufficient to cover the cost of indemnification, the deficiency shall be paid from corporate funds. This indemnification is an absolute right, and any such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on 5/20/2009, 2009.

Marietta Fagan Lee
MARIETTA FAGAN LEE

~~Connecticut~~
STATE OF ~~FLORIDA~~
COUNTY OF ~~SARASOTA~~ New Haven

The foregoing instrument was acknowledged before me on 5/20/, 2009, by
MARIETTA FAGAN LEE, who ☒ is personally known to me or ☒ has produced
Ct. Drivers License as identification.

Sandra S Miller
Print Name Sandra S Miller
Notary Public
Serial Number (if any) 0076943
My commission expires: 3-31-2011

413607

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA