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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
J.M.W. TURNER MUSEUM, INC.

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ARTICLES OF INCORPORATION
J.M.W. Turner Museum, Inc.
A Florida Not-For-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized officer pursuant to the provisions of Florida Statute 617.1007 does hereby set forth the duly adopted Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is: J.M.W. Turner Museum, Inc. and the principal address of the corporation is: 930 N. Tamiami Trail, Apt. 807, Sarasota, FL 34236-4070.

ARTICLE II

The Registered Agent of the corporation is Douglass Montrose-Graem, whose address is 930 N. Tamiami Trail, Apt. 807, Sarasota, FL 34236-4040.

ARTICLE III
CORPORATE EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IV
PURPOSES

The purposes for which the corporation is organized are as follows:

1.) To cultivate and promote a general interest in and appreciation of the Arts, and to advance such interest and appreciation by any appropriate means, to encourage and promote the study and practice of the Arts; to hold and conduct art exhibitions, and to grant prizes and awards;

2.) To acquire by purchase, grant, gift, bequest, or in any other manner, and to hold in its own right or as custodian or otherwise, and to establish, maintain, renew, enlarge and preserve a collection of fine arts, in particular, but not by way of limitation, a collection of art works by J. M. W. Turner and Thomas Moran.

3.) To acquire by purchase, grant, gift, devise, lease, or in any other manner, and to own, hold, lease, sell, encumber, or otherwise dispose of real or personal property of any kind.

4.) To erect, construct, lease, establish, maintain and support art museums, or other institutions, structures, facilities or establishments for the display, study, teaching, cultivation or advancement of the Arts, and any related activities which contribute to and facilitate the display, study, teaching, cultivation or advancement of the Arts.

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ARTICLE V
POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, in the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE VI
MEMBERSHIP

Any natural person, corporation or business entity may become a general member of the corporation. Membership shall be available without regard to race, color, country of origin or sexual orientation.

The corporation shall not have any voting members.

ARTICLE VII
DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than three (3) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The name and addresses of each initial incorporator is:

Douglass Montrose-Graem

930 N. Tamiami Trail, Apt 807
Sarasota, FL 34236-4070

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ARTICLE IX
OFFICERS

Section 1: The officers of the corporation shall be President, First Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who now serve as officers of the corporation are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/ Treasurer	Douglass Montrose-Graem	930 N. Tamiami Trail, Apt 807 Sarasota, FL 34236-4070
Vice-President	Chris Gallagher	1471 15 th Street Sarasota, FL 34236
Secretary	Michael R. Pender, Jr.	2381 Fruitville Road Sarasota, FL 34237

ARTICLE X
BYLAWS

Section 1: The Board of Trustees of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI
TAX EXEMPT CORPORATION

Section 1. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 2. Notwithstanding any other provisions of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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Section 4. It is the intention of this Corporation to remain qualified for tax exempt status. No part of the Corporation's earnings or profits shall inure to any general member or elected voting director. Anything herein to the contrary, it is the intention of the Corporation to remain qualified as a tax exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended. Any provisions of these By-Laws which would cause the Corporation to fail to remain qualified for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

ARTICLE XII
AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority vote of those present.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation this 4th day of May, 2012.



Douglass Montrose-Graem

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida.

1. The name of the corporation is: J.M.W. Turner Muscum, Inc.
2. The registered agent and office is:

Douglass Montrose-Graem
930 N. Tamiami Trail, Apt. 807
Sarasota, FL 34236-4070

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: Date: May 4, 2012

REGISTERED AGENT FILING FEE: \$35.00

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TALLAHASSEE, FLORIDA

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