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THE AMERICAN CRAFTSMAN MUSEUM, INC.**

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE AMERICAN CRAFTSMAN MUSEUM, INC.

THE AMERICAN CRAFTSMAN MUSEUM, INC., a Florida not for profit corporation ("Corporation"), was organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "Florida Corporation Act"), hereby certifies that:

1. The Corporation was originally incorporated pursuant to the Florida Corporation Act on August 27, 2012.

2. This Amended and Restated Articles of Incorporation has been duly adopted and approved by the Corporation's Board of Directors and its members in accordance with applicable provisions of the Florida Corporation Act.

In accordance with Section 617.1007, Florida Statutes, the Articles of Incorporation of THE AMERICAN CRAFTSMAN MUSEUM, INC., are hereby amended and restated to read in their entirety as follows:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is THE AMERICAN CRAFTSMAN MUSEUM, INC. and its principal office or mailing address is 4190 Corporate Court, Palm Harbor, FL 34683.

ARTICLE 2: CORPORATE PURPOSE

This Corporation is formed and organized and shall be operated exclusively for the purpose of displaying or exhibiting in a museum artwork, art or antiques obtained and received by this Corporation to the general public to facilitate and promote an appreciation of said artwork, art or antiques and to educate the general public with regard to the genre and characteristics of pieces displayed.

ARTICLE 3: LIMITATIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other 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 for the Article 2, purpose hereof. No substantial part of the activities of the Corporation shall be the

Prepared by:

Robert Kapusta, Jr.

FBN: 441538

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St. Petersburg, FL 33701

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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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the 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 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. 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 or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

A. The Corporation is organized on a non-stock basis and shall not issue shares of stock

B. The Corporation's Board of Directors shall be the Members of the Corporation. The number of Members may be increased or decreased by the Board of Directors from time to time by increasing or decreasing the number of directors. The members shall elect the Directors of the Corporation.

C. A membership shall terminate upon a member's death or resignation or removal from the Corporation's Board of Directors.

D. The Corporation shall not issue member certificates.

ARTICLE 7: OFFICERS

7.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

7.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

7.03 Vacancies. Any vacancy appearing in any office prior to the next annual meeting of the Board of Directors shall be filled by action of the Board of Directors in accordance with the Bylaws.

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ARTICLE 8: BOARD OF DIRECTORS

8.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

8.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

8.03 Directors. The names and addresses of the persons who are now serving as Directors until the election and qualification of their successors are as follows:

Rodolfo Ciccarello	4190 Corporate Court, Palm Harbor, FL 34683
Thomas Magoulis	4190 Corporate Court, Palm Harbor, FL 34683
Robert Kapusta, Jr.	100 2nd Ave. South, #701, St. Petersburg, FL 33701
Robert E. Burguières	1701 Dr. MLK Street No., St. Petersburg, FL 33704
Alberto Alfonso	1705 N. 16th Street, Tampa, FL 33605

ARTICLE 9: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended or repealed as set forth in the Bylaws.

ARTICLE 12: REGISTERED AGENT

The Corporation's registered agent maintains an office at 100 2nd Avenue South, Suite 701, St. Petersburg, FL 33701, and the registered agent thereat shall be Robert Kapusta, Jr.

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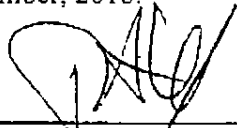
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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7th day of September, 2018.




Robert Kapusta, Jr., Director

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 7th day of September, 2018.


Robert Kapusta, Jr., Registered Agent

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