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ART GALLERIES OF ST. AUGUSTINE INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
ART GALLERIES OF ST. AUGUSTINE, INC.**

1. The Articles of Incorporation of Art Galleries of St. Augustine, Inc., a not-for-profit corporation (the "Corporation") were filed on February 11, 2015 and assigned document number N15000001433.

2. These Amended and Restated Articles of Incorporation are submitted to amend and restate the Articles of Incorporation of the Corporation in its entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
ART GALLERIES OF ST. AUGUSTINE, INC.**

The undersigned, for the purpose of forming a not-for-profit Corporation in the state of Florida hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Art Galleries of St. Augustine, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is 137 King Street, St. Augustine, Florida 32084. The mailing address of the Corporation is PO Box 2145, St. Augustine, Florida 32085.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of the filing of these Articles of Incorporation.

**ARTICLE IV
PURPOSE**

The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the "Code"). The Corporation is organized for the following purposes: (i) to promote the general advancement of the fine art gallery industry located in St. Augustine, Florida; (ii) to promote public understanding, educate the public and foster public interest in the area of fine arts located in St. Augustine, Florida; (iii) to provide a forum of exchange of information for local fine art gallery owners; and (iv) to engage

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in any and all lawful activities incidental to the foregoing purposes except as restricted herein or by the Code.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the Corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the Corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
E. Virginia Bullard	9 Aviles Street, St. Augustine, Florida 32084
Hester Longstreet	28 Cuna Street, St. Augustine, Florida 32084
Marlene Zullig	5796 Rudolph Avenue, St. Augustine, Florida 32080
Patricia J. Hitchcock	2920 Bradford Street, St. Augustine, Florida 32084

ARTICLE VI MEMBERSHIP

The Corporation shall have members. Members shall have the right to vote as set forth in the Bylaws.

ARTICLE VII ACTIVITIES; LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make to payments and distributions in furtherance of the purposes set forth in Article IV above. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

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**ARTICLE VIII
DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for 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 IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered agent and office of the Corporation is 2920 Bradford St., St. Augustine, Florida 32084, and the name of the initial registered agent is Patricia Hitchcock.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

Patricia J. Hitchcock
2920 Bradford St.
St. Augustine, Florida 32084

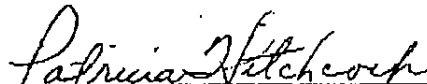
**ARTICLE XI
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto upon the majority vote of the Members.

These Amended and Restated Articles of Incorporation were unanimously approved by the Board of Directors by written consent dated September 22, 2016; and the number of votes cast by the Board of Directors of the Corporation was sufficient for approval.

The undersigned, being the incorporator hereinafter named for the purpose of forming a Corporation to do business in the State of Florida, does make, subscribe, acknowledge, and file these Amended and Restated Articles of Incorporation and hereby declares and certifies that the facts herein stated are true this 22 day of September, 2016.

Dated: September 23 2016


Patricia Hitchcock, Incorporator

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

In compliance with Sections 48.091, and 617.0501, Florida Statutes, the following is submitted:

Art Galleries of St. Augustine, Inc., desiring to organize or qualify as a as a not-for-profit corporation under the laws of the State of Florida hereby designates Patricia J. Hitchcock as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 2920 Bradford St., St. Augustine, Florida 32084.

September 22, 2016

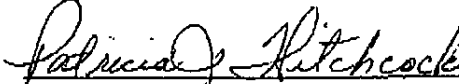
ART GALLERIES OF ST. AUGUSTINE,
INC.

By: 

E. Virginia Bullard, President

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

September 22, 2016


Patricia J. Hitchcock

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