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FLORIDA PROFIT/NON PROFIT CORPORATION
JAMES MUSEUM OF WESTERN ART, INC.

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S. GILBERT

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ARTICLES OF INCORPORATION
OF

JAMES MUSEUM OF WESTERN ART, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

JAMES MUSEUM OF WESTERN ART, INC.

ARTICLE II

Principal Office and Mailing Addresses

The address of the principal office and the mailing address of the corporation shall be:

Address of Principal Office

Mailing Address

880 Carillon Parkway
St. Petersburg, Florida 33716

Post Office Box 12749
St. Petersburg, Florida 33733

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated exclusively for religious, educational, scientific, and charitable purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the Board of Directors of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its religious, educational, scientific or charitable purposes directly rather than by or through one or more grantee organizations.

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(c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this 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)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations that then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no trustee, officer, director or member of this corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

ARTICLE IV Powers and Restrictions

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the religious, educational, scientific and charitable purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) During such times as this corporation is a private foundation in accordance with the Section 509 of the Code:

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(1) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(2) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(3) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V
Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI
Membership

(a) This corporation is organized on a non-stock basis and shall not issue shares of stock.

(b) Initially, the corporation shall have a single member. The number of members may be increased or, if more than one, decreased by the Board of Directors from time to time, but only upon the prior approval by the majority of the then current member(s). The member, or members, shall elect the Directors of this corporation and shall have the power to remove and replace any or all of the Directors.

(c) The initial member shall be Thomas A. James.

(d) A membership shall inure to a member's heirs, successors, or assigns. A membership shall be fully transferable by the member, provided that such transfer shall not disqualify this corporation from being (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) able to receive contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax laws.

(e) This corporation shall not issue member certificates.

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ARTICLE VII
Registered Agent and Registered Office

The initial registered agent of this corporation shall be Thomas A. James, and the initial registered office of this corporation shall be 880 Carillon Parkway, St. Petersburg, Florida 33716. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII
Incorporator

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

<u>Name</u>	<u>Address</u>
Thomas D. Sims	333 Third Ave N., Ste 200, St. Petersburg, FL 33701

ARTICLE IX
Board of Directors

(a) The management of the affairs of this corporation shall be vested in the Board of Directors elected by the member(s).

(b) As provided in the bylaws:

(i) The number of Directors may be increased or decreased from time to time by the member(s), but shall never be less than three (3) Directors nor more than fifteen (15) Directors.

(ii) The officers shall be elected or appointed by the Board of Directors.

(c) A quorum for the transaction of business at meetings of the Directors shall be a majority of the number of Directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors.

(d) Meetings of the Directors may be held within or outside of State of Florida and to the extent permitted by law.

(e) Directors may attend a meeting by electronic communications.

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(f) To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until his or her successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Thomas A. James	880 Carillon Parkway St. Petersburg, FL 33716
Courtland W. James	880 Carillon Parkway St. Petersburg, FL 33716
Huntington A. James	880 Carillon Parkway St. Petersburg, FL 33716


ARTICLE XI
By-Laws

The by-laws of this corporation may be made, altered, amended, or repealed, and new by-laws may be adopted from time to time, by resolution adopted by the majority of the member(s) of this corporation at any meeting duly called and convened.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority of member(s) of this corporation present at any meeting duly called and convened.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein expressed this 10th day of June, 2015.



Thomas D. Sims, Incorporator

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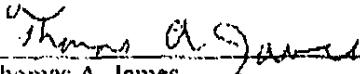
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JAMES MUSEUM OF WESTERN ART, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Sections 617.0501, Florida Statutes.

DATED this 10th day of June, 2015.


Thomas A. James

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