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**BOCA RATON ARTS DISTRICT EXPLORATORY CORPORATION**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**BOCA RATON ARTS DISTRICT EXPLORATORY CORPORATION**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act (the "Act"), BOCA RATON ARTS DISTRICT EXPLORATORY CORPORATION, a Florida not-for-profit corporation originally incorporated on December 04, 2018, does hereby certify that:

(a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors on January 31, 2022, at a duly noticed meeting at which a quorum of such Board of Directors was present and voting, and there are no members entitled to vote on this amendment and restatement; and

(b) Such corporation hereby amends and restates its Articles of Incorporation to read as follows:

**ARTICLE I**

**NAME; ADDRESS**

The name of the corporation is **BOCA RATON ARTS DISTRICT EXPLORATORY CORPORATION**. The principal place of business of this corporation shall be 7327 Plaza Real, Boca Raton, Florida 33432. The corporation's Document Number is **N18000012690**.

**ARTICLE II**

**EFFECTIVE DATE; DURATION**

These Amended and Restated Articles of Incorporation shall be effective as the date of filing with the Department of State. The corporation is to exist perpetually.

**ARTICLE III**

**PURPOSE**

The corporation is organized and shall be operated exclusively for charitable, religious, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to creating, owning, managing and operating a comprehensive, economically-vibrant and sustainable cultural arts destination in southern Palm Beach County, Florida, that will build and enhance arts and culture infrastructure, improve the quality of life for all residents, and benefit all constituents, including visitors and civic and business communities, particularly through the cultivation of the ideas of tomorrow through the intersection of arts, technological innovation, community outreach and education. The

corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act.

**ARTICLE IV**  
**POWERS**

In furtherance of its business, the corporation shall have all powers that are specified in Section 617 of the Act, effective as of the date of these Amended and Restated Articles of Incorporation. The powers shall be exercised by a Board of Directors who will serve as the directors of the corporation.

**ARTICLE V**  
**NATURE OF CORPORATION; EXEMPT STATUS**

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The affairs and business of the corporation shall be managed by a Board of Directors of at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the corporation.

(c) Without in any limiting the foregoing, the corporation shall have those powers granted by the Act.

(d) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative two-thirds vote of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt

purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(f) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of the corporation, the following provisions shall apply:

(i) The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(g) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative majority vote of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, religious, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(h) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The Board of Directors of the corporation shall be the governing Board charged with the responsibility to determine the rules and regulations needed for the effective operation and general improvement of the corporation. The Board of Directors shall maintain minutes of all meetings in accordance with the requirements of the Bylaws. The Board of Directors shall be elected in accordance with the Bylaws.

## **ARTICLE VII**

### **INDEMNIFICATION**

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, committee member, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation and as to whom the corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, committee member, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture,

trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, committee member, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

**ARTICLE VIII**  
**RESTATEMENT**

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may only be amended after approval by a majority vote of the Board of Directors.

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*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.*

By:   
Andrea Virgin, President & Chairman of the Board

Date: February 1, 2022