

11/5/2020

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
THE MARK FORD AND KATHRYN FITZGERALD MUSEUM AND
GARDENS FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
THE MARK FORD AND KATHRYN FITZGERALD MUSEUM AND GARDENS
FOUNDATION, INC.**

The undersigned, a natural person, for the purpose of organizing a corporation not-for-profit and without authority to issue capital stock under the provisions and subject to the requirements of the Florida Not For Profit Corporation Act, hereby certifies to the State Division of Corporations of Florida that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is The Mark Ford and Kathryn Fitzgerald Museum and Gardens Foundation, Inc.

SECOND: The Corporation is organized and shall be operated exclusively as a not for profit corporation for the following purposes:

(a) Subject to the restrictions and limitations hereinafter set forth, to establish and maintain (i) a public museum to exhibit a collection of modern and contemporary Central American, Mexican, South American, and Cuban Art, and (ii) a public botanical garden.

(b) Subject to the restrictions and limitations hereinafter set forth, to use and apply its income and principal assets exclusively for charitable, scientific, literary, and educational purposes, either directly or by contributions to organizations, including, but not limited to, those that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code").

(c) To receive, sell, hold, operate, manage, and invest in property, both real and personal, tangible and intangible, for the sole end of supporting charitable purposes, either directly or by contributions to organizations, including, but not limited to, those that qualify as exempt organizations under Section 501(c)(3) of the Code.

(d) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable and educational purposes of the Corporation, any and all powers conferred upon not for profit corporations by the Florida Not For Profit Corporations Act.

THIRD: The street and mailing address of the principal office of the Corporation in the State of Florida is 235 NE 4th Avenue, Suite 101, Delray Beach, Florida 33483.

FOURTH: The name and address of the current resident agent of the Corporation in the State of Florida is Mark M. Ford, 235 NE 4th Avenue, Suite 101, Delray Beach, Florida 33483.

FIFTH: The Corporation is not authorized to issue any capital stock. The Corporation shall not have members.

SIXTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The directors shall be elected by in the manner provided in the Bylaws. The number of directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than three (3).

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions, and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no director, or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 candidates for public office.

(b) During any period that the Corporation is deemed to be a private foundation as described in Section 509(a) of the Code, the Corporation:

(i) shall distribute its income for 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 Code;

(ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(iv) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(c) Notwithstanding any other provisions of these Articles of Incorporation, 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)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) thereof.

(d) In the event of the liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic corporations or associations as may be selected by the Board of Directors; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code.

(e) To the maximum extent that limitations on the liability of directors and officers are permitted by the Florida Not For Profit Corporations Act and the Code, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

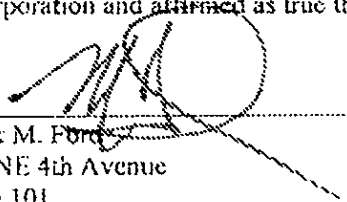
(f) To the maximum extent permitted by the Florida General Corporation Act, the Florida Not For Profit Corporations Act, and the Code, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities; shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors; and may indemnify its employees and agents and persons who serve and have served, at its request, as a director, officer, partner, director, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers, and other indemnified persons, if any, and may by Bylaw, resolution, or agreement make further provision for indemnification of directors, officers, employees, and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

EIGHTH: The Corporation reserves the right to make from time to time, any amendments to these Articles of Incorporation which may now or hereafter be authorized by law in the manner provided in the bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation and affirmed as true the statements made herein as of the date set forth below.

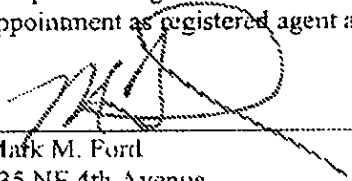


Mark M. Ford
235 NE 4th Avenue
Suite 101
Delray Beach, Florida 33483

11/5/2020
Date

Acceptance of Appointment as Registered Agent

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mark M. Ford
235 NE 4th Avenue
Suite 101
Delray Beach, Florida 33483

11/5/2020
Date

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