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FLORIDA PROFIT/NON PROFIT CORPORATION
THE FOUNDATION FOR THE MUSEUM OF BLACK HISTORY, INC.

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**ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR THE MUSEUM OF BLACK HISTORY, INC.**

These Articles of Incorporation ("Articles") are submitted for the purpose of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as the same may from time to time be amended, superseded or replaced (the "Act").

**ARTICLE I
NAME**

The name of this not-for-profit corporation is THE FOUNDATION FOR THE MUSEUM OF BLACK HISTORY, INC. (the "Corporation").

**ARTICLE II
ADDRESS**

The initial address of the principal office and mailing address of the Corporation is 29 Old Mission Avenue, St. Augustine, Florida 32084.

**ARTICLE III
MEMBERS**

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

**ARTICLE IV
CHARITABLE PURPOSE OF BUSINESS; LIMITATIONS**

Section 1. Purposes. The Corporation shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future corresponding federal tax code (the "Code"), including, without limitation, the following:

- (a) Assisting the community with planning and fundraising initiatives to support the design and construction of the Florida Museum of Black History in St. Johns County, Florida;
- (b) Planning projects and events to facilitate fundraising efforts for the creation and benefit of the Florida Museum of Black History in St. Johns County, Florida; and
- (c) Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations under Code Section 501(c)(3), or under a corresponding provision of any subsequent federal tax law.

Section 2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article IV and may cooperate with other individuals, organizations, institutions, foundations, State and local governments and agencies having similar purposes.

Section 3. Power and Limitations on Activities. The Corporation shall have all the powers granted to it by the Act or by any other law or by these Articles, together with any powers incidental thereto, so far as such powers and privileges are necessary or appropriate to the conduct, promotion or attainment of the charitable purposes or activities of the Corporation. No part of the net earnings of the

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Corporation shall inure to the benefit of, or be distributable to, any 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 forth in this Article IV. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(a) of the Code, as a corporation described in Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code or the corresponding provision of any future federal tax law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding federal tax law.

Section 4. Dissolution. Upon the dissolution of the Corporation, the Corporation shall pay, or cause to be paid, all liabilities of the Corporation and shall distribute the remaining assets exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is Rogers Towers, P.A., 1301 Riverplace Blvd., Ste. 1500, Jacksonville, Florida 32207 and the name of its registered agent at such address is Julie-Anna Ducey.

ARTICLE VI **BOARD OF DIRECTORS**

The Corporation shall at all times have a board of directors consisting of at least three individuals. The Directors of the Corporation shall be elected in the manner and method prescribed in the By-Laws of the Corporation. The names and addresses of the initial Directors of the Corporation are set forth below:

<u>Name</u>	<u>Address</u>
Sarah Arnold	500 San Sebastian View St. Augustine, Florida 32084
Greg White	905 Pearl Street St. Augustine, Florida 32084
Howard M. Holley, Sr.	22 Hammock Beach Pkwy Palm Coast, Florida 32137

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The
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C a**ARTICLE VII
OFFICERS**

The names and titles of the initial Officers of the Corporation are set forth below:

<u>Name</u>	<u>Title</u>
Sarah Arnold	Co-Chair
Greg White	Co-Chair
Howard M. Holley, Sr.	Secretary, Treasurer

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of the Corporation (the "Incorporator") is as follows:
Howard M. Holley, Sr., 22 Hammock Beach Pkwy, Palm Coast, Florida 32137.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, effective as of October 21, 2024. In accordance with Section 617.0501 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

THE FOUNDATION FOR THE MUSEUM OF
BLACK HISTORY, INC.

By: Howard M. Holley
Howard M. Holley, Sr., its Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PROCE
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AGREE
PROVE
Pursuant to the provisions of Section 617.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. The name of the corporation is:

The Foundation for the Museum of Black History, Inc.

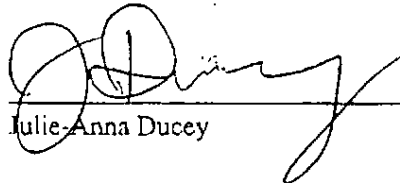
2. The name and address of the registered agent and office is:

**Julie-Anna Ducey
Rogers Towers, P.A.
1301 Riverplace Blvd., Ste. 1500
Jacksonville, Florida 32207**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated Effective: October 29, 2024

Signature of Registered Agent


Julie-Anna Ducey