

N32543

GOLDSTEIN & MARKS

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 28 PM 12:07

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April 26, 2000

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/28/00-01044-003
*****43.75 *****43.75

Re: Florida Holocaust Museum, Inc.

Gentlemen:

Enclosed for filing are original and copy of Amended and Restated Articles of Incorporation of Florida Holocaust Museum, Inc.

Also enclosed is our firm's check in the amount of \$43.75 to cover the cost of filing and a certified copy of the Amended and Restated Articles of Incorporation. Please mail the certified copy to me.

Thank you for your assistance and cooperation.

Sincerely,

GOLDSTEIN & MARKS



Bruce S. Goldstein, P.A.

BSG/cd
Enclosures

Amended & Restated Art.

V. SHEPARD MAY 9 2000

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FLORIDA HOLOCAUST MUSEUM, INC.

Pursuant to Florida Statute Section 617.1007, the Articles of Incorporation of Florida Holocaust Museum, Inc., a Florida not-for-profit corporation, as originally filed in Tallahassee, Florida, on May 25, 1989, Charter No. N32543 are hereby amended and restated as set forth below integrating all of the provisions of the Articles of Incorporation including any amendments thereto. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Trustees of the Corporation.

ARTICLE I

Name

The name of the Corporation shall be: FLORIDA HOLOCAUST MUSEUM, INC.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purpose

(A) General Purpose. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986 (and the corresponding provision of any future United States Internal Revenue Law (the "Code")).

(B) Specific Purpose. The primary purpose for which this Corporation is organized is to own, lease and operate properties known as the "Florida Holocaust Museum" (the "Properties") so as to make the Properties available as an educational center and memorial to the persons and memories of the individuals who perished during the Holocaust in Europe and to solicit and receive contributions from the public with respect thereto. The Corporation also intends to use and occupy all or substantially all of the Properties as a focal point for the charitable activities of the Corporation.

ARTICLE IV

Powers

This Corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(A) Powers Limited to Charitable Purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other 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 Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on the 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 other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or (c) by an organization described in Section 509(a) of the Code; provided, however:

(1) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(3) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any investment in such a manner as to subject it to tax under Section 4944 of the Code; or,

(5) to the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(B) No Distributions for Private Benefit. No member, trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation, except in furtherance of the charitable purposes for which the Corporation is organized. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such charitable organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code as the board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such charitable purposes.

(C) Control by Disqualified Persons. In no event shall this Corporation be controlled directly or indirectly by a disqualified person, as defined in Section 4946 of the Internal Revenue Code.

ARTICLE V

Membership

(A) Members. This Corporation shall have one class of members. The qualifications, rights, and quorum, voting and notice requirements for meetings and activities shall be as set forth in the By-Laws of this Corporation.

ARTICLE VI

Subscribers

The name and addresses of the original subscribers are as set forth below and who acted in such capacity for the purpose of the organization of this not for profit organization.

Richard O. Jacobs whose address is: Suite 400, 100 Second Avenue South, St. Petersburg, Florida 33701

Thomas K. Riden whose address is: Suite 400, 100 Second Avenue South, St. Petersburg, Florida 33701

James C. Rowe whose address is: Suite 400, 100 Second Avenue South, St. Petersburg, Florida 33701.

ARTICLE VII

Officers

The officers of the Corporation shall consist of a Chairman, a President, a Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Trustees shall provide for in the By-Laws of the Corporation. The officers shall be elected by the Board of Trustees in the manner provided in the By-Laws of the Corporation. Vacancies shall be filled in the manner provided in the By-Laws of the Corporation.

ARTICLE VIII

Board of Trustees

Control of the affairs of the Corporation shall initially be vested in the Board of Trustees consisting of not less than three (3) Trustees. The term of office of any member of the Board of Trustees may be for a period of more than one (1) year as provided in the By-Laws. The number of Trustees may be, as provided in the By-Laws, increased or decreased, but shall never be less than three (3) Trustees. The Board of Trustees shall be elected in the manner provided in the By-Laws of the Corporation. Vacancies on the Board of Trustees shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Trustees directed by the Board of Trustees to fill a vacancy shall hold office until the next annual meeting of the membership. Each member of the Board of Trustees must be a member of the Corporation as a condition precedent to election or appointment to the Board. The Board of Trustees may be organized into one (1) or more separate categories of Trustees as provided in the By-Laws. The names and addresses of the first members of the Board of Trustees who shall serve until their successors are duly elected and qualified are:

Barry Alpert, 6529 Central Avenue, St. Petersburg, Florida 33701

Joel Goetz, 5001 Duhme Road, Madeira Beach, Florida 33708

Bruce Epstein, 5353 First Avenue South, St. Petersburg, Florida 33701

Walter Loebenberg, 6529 Central Avenue, St. Petersburg, Florida 33701

Maurice A Rothman, 5700 70th Avenue North, Pinellas Park, Florida 34666

ARTICLE IX

Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Trustees, 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 not less than the minimum number of Trustees that would be necessary to authorize or take such action at a meeting at which all the members of the Board of Trustees entitled to vote thereon were present. Within ten (10) days after obtaining such written consent, a written notice which fairly summarizes the material features of such authorized action shall be delivered to those members of the Board of Trustees who shall not have consented in writing to such action.

ARTICLE X

By-Laws

The Board of Trustees shall make, and shall have the power to amend or repeal, the By-Laws of the Corporation.

ARTICLE XI

Registered Office and Agent

The registered office of the Corporation shall be:

Suite 400, 100 Second Avenue South
St. Petersburg, Florida 33701

The registered agent shall be D. Jay Snyder.

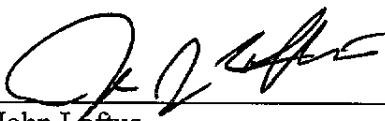
The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII

Amendment of Articles

These Restated Articles of Incorporation may be amended by the Board of Trustees. Such amendments may be proposed and adopted in the manner provided in the By-Laws.

Executed this 25 day of April, 2000.

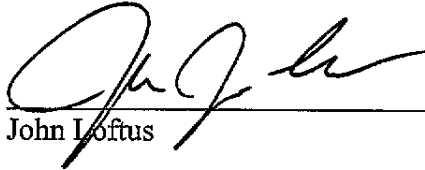


John Loftus

CERTIFICATE

Pursuant to Florida Statute Section 617.1007, the undersigned, duly elected President of Florida Holocaust Museum, Inc., a Florida not for profit corporation, hereby certifies that the foregoing Amended and Restated Articles of Incorporation of the Corporation does not contain an amendment to the Articles of Incorporation requiring member approval, and that said Amended and Restated Articles of Incorporation were adopted by the Board of Trustees of the Corporation on the 28th day of March, 2000.

Executed this 25 day of April, 2000.



John Loftus