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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 15 2019  
S. YOUNG

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Imaginarium Group Inc. DBA IMAG History & Science Center

DOCUMENT NUMBER: N36235

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Matthew Johnson

(Name of Contact Person)

IMAG History & Science Center

(Firm/ Company)

2000 Cranford Ave

(Address)

Fort Myers, FL 33916

(City/ State and Zip Code)

matt@theimag.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew Johnson

(Name of Contact Person)

239

at

243-0043

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FAX AUDIT NO.:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE IMAGINARIUM GROUP, INC.**

Document Number:

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be THE IMAGINARIUM GROUP, INC. The principal business address of the corporation is 2000 Cranford Avenue, Fort Myers, Florida 33916.

**ARTICLE 2  
PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. To stimulate understanding of the world through exploration of the sciences, arts and humanities by providing for the continued operation, advancement and promotion of the Regional Museum of Southwest Florida.
2. To do any and all things necessary and appropriate in connection with the foregoing purpose and incidental thereto.
3. The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or under any corresponding provision of any subsequent federal tax laws, covering the distribution to organizations qualified as tax-exempt organizations under the Code.

**ARTICLE 3  
QUALIFICATIONS OF MEMBERS**

The corporation shall not have any members.

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**ARTICLE 4**  
**TERM OF EXISTENCE**

This corporation was incorporated on January 23, 1990 and shall exist perpetually thereafter.

**ARTICLE 5**  
**BOARD OF DIRECTORS**

1. The business affairs of this corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three (3).

2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the next annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Jon Ellsworth	1222 SW 15th Terrace Cape Coral, FL 33991
Carlos Kelly	1715 Monroe Street Fort Myers, FL 33902
Jonathan Romine	2401 First Street, Suite 201 Fort Myers, FL 33912
Denise Weisinger	7262 Heaven Lane Fort Myers, FL 33908
Matt Simmons	12600 World Plaza Lane Fort Myers, FL 33907
Shamie Kelly	257 Bayshore Drive Cape Coral, FL 33904
Jeff Bayer	1920 Virginia Avenue #601 Fort Myers, FL 33907
Derrick G. Isaac	1006 Edgemere Dr. Fort Myers, FL 33919

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<u>NAME</u>	<u>ADDRESS</u>
Britt Gravley	8401 Riviera Avenue Fort Myers, FL 33919
Erik Carlson	9636 Hemingway Lane. #4203 Fort Myers, Florida 33913
David Miller	5237 Summerlin Commons Blvd., Suite 114 Fort Myers, FL 33907
Kathryn Kelly	15775 Hagie Drive Fort Myers, FL
Colton Ferry	1313 Driftwood Dr. North Fort Myers, FL 33903
Rita Davis	2855 Colonial Blvd. Fort Myers, FL 33966
John Kakatsch	1364 Shadow Lane Fort Myers, FL 33901

**ARTICLE 6**  
**BYLAWS**

The Board of Directors of this corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Amendments to the Bylaws shall be made in accordance with the terms of the Bylaws.

**ARTICLE 7**  
**AMENDMENTS**

These Amended and Restated Articles of Incorporation may be amended by a majority of the Board of Directors present at a duly called meeting at which a quorum is present.

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**ARTICLE 8**  
**POWER OF CORPORATION**

1. The Corporation shall have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes and, to the extent not inconsistent with Chapter 617, under Chapter 607 of the Florida Statutes (or the corresponding Chapters of any future laws of the State of Florida).

2. In the event the Corporation is a private foundation, as defined in section 509 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue law), then the following provisions shall be applicable:

a. The Corporation shall distribute its income for each tax 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 of 1986, as amended (or the corresponding provision of any future United States Revenue law).

b. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue law).

c. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue law).

d. The 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, as amended (or the corresponding provision of any future United States Revenue law).

e. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue law).

**ARTICLE 9**  
**INDEMNIFICATION**

Unless otherwise prohibited by law, the Corporation shall indemnify and hold harmless each Director or officer and any former Director or officer, and may by resolution of the Board of Directors indemnify and hold harmless any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a

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Director, officer, or employee and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her own gross negligence or willful misconduct. Such expenses may include, but shall not be limited to, attorneys' fees and other legal fees, costs and expenses; judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any Director, officer or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

#### **ARTICLE 10** **DISSOLUTION OF CORPORATION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of dissolution of this corporation, none of the assets shall be distributed to any Director or officer of the corporation; instead, the Board of Directors, after paying or making provision for the payment of all liabilities of this corporation, shall arrange for all remaining assets to be disposed of by the Directors to such organization or organizations, as said Directors shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code, or to the Federal government, or to a State or local government, for a public purpose all in accordance with the laws governing dissolution of not for profit organizations and organizations exempt from federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law. Provided, however, if the Directors are unable to make a determination as to the recipients of the assets, the Directors may arrange for such assets to be disposed of by a Court of Competent Jurisdiction in Lee County, Florida, to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section

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501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE 11**  
**DESIGNATION OF REGISTERED AGENT**

The initial resident agent of this corporation for the purpose of accepting service of process within this State shall be Matthew Johnson, 2000 Cranford Avenue, Fort Myers, Florida 33916.

**ARTICLE 12**  
**MISCELLANEOUS**

1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer, 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 2 hereof.

2. 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 or in opposition to any candidate for public office.

3. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed in accordance with ARTICLE 10 hereof.

4. 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 under any corresponding provision of any subsequent federal tax laws.

5. The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Amended and Restated Articles of Incorporation, nor contrary to the laws of the state of Florida or of the United States.

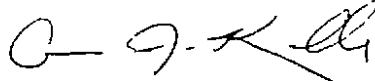
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In accordance with Section 607.1007(3)(b), it is hereby certified that the Board of Directors adopted the Amended and Restated Articles of Incorporation on February 13, 2018, and the number of votes cast by the Directors for the amendments to the Articles of Incorporation in the Amended and Restated Articles of Incorporation were sufficient for approval. There are no members entitled to vote.

Dated: December 28, 2018

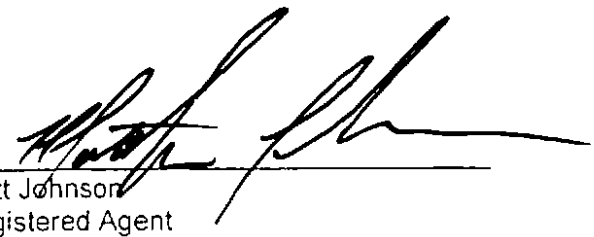


By: Carlos A. Kelly  
Its: Chair/President

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment, understand my duties 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.

Date Signed: JANUARY 2, 2019



Matt Johnson  
Registered Agent

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