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COVER LETTER

TO: Amendment Section
Division of Corporations

document corrected

South Florida Museum and Bishop Planetarium, Inc.

NAME OF CORPORATION: _____

DOCUMENT NUMBER: N50213

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

Please return all correspondence concerning this matter to the following:

Richard R. Gans, Esq.

(Name of Contact Person)

Ferguson Skipper, P.A.

(Firm/ Company)

1515 Ringling Boulevard, 10th Floor

(Address)

Sarasota, Florida 34236

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Blalock, Walters, Held and Johnson, P.A.

(941)

748-0100

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

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*in Fee provided
in previous letter*

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA MUSEUM AND BISHOP PLANETARIUM, INC.

2019 APR -4 PM 4:13
FILED
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned corporation (not for profit), pursuant to a resolution duly adopted by its Board of Trustees and duly approved by its members in accordance with Section 617.1002 and 617.1006 of the Florida Statutes on February 21, 2019, by a sufficient number of votes for the amendment sufficient for approval, did adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation is hereby changed to **BISHOP MUSEUM OF SCIENCE AND NATURE, INC.** The address of the Corporation's principal place of business is 201 10th Street West, Bradenton, Florida 34205, and its mailing address is P.O. Box 9265, Bradenton, Florida 34206. The name and street address of the registered agent is c/o Blalock Walters, P.A., 801 11th Street West, Bradenton, Florida 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation are:

1. To establish and operate a nonprofit organization organized and operated exclusively for educational, charitable, literary and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).
2. To establish and publish rules and regulations governing:
 - A. The qualification of its members.
 - B. The admission and expulsion of its members.
 - C. The amount of membership and other fees, if any.
 - D. To establish and adopt the publication of By-laws.
 - E. The adoption of the corporate seal.
3. To enter into contractual agreements, including but not limited to the lease, purchase and sale of any and all kinds of real and personal property which may be necessary or appropriated for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provisions of professional services relating to the foregoing objectives and purposes.

4. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
5. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted By-Laws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.
6. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III

QUALIFICATION OF MEMBERS

The members of the Corporation shall consist of the Board of Trustees so long as such individuals remain as members of the Board of Trustees, and of such other persons as may from time to time be elected to the Board (so long as such individuals serve as a member of the Board), subject to the limitations and qualifications and method for such election as set forth in the By-Laws. Removal of members shall be provided for in the By-Laws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation began existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation has perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the By-Laws of this Corporation.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

(As originally Filed.)

ARTICLE VI

TRUSTEES OF THE CORPORATION

The affairs of the Corporation are managed by its Officers and Board of Trustees. The Officers of this Corporation are as follows: President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the By-Laws of the Corporation.

The Trustees of this Corporation are hereinafter referred to as "Trustees," and the Board of Trustees shall hereinafter be referred to as the "Board of Trustees." The Board of Trustees is composed of the following: President, Secretary, Treasurer, and such other persons as may be provided for in the By-Laws of the Corporation. The Board of Trustees consists of not less than fifteen (15) nor more than thirty (30) Trustees who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the By-Laws of this Corporation. The Board of Trustees shall elect its Chairman. A quorum of the Board shall be forty percent (40%) of the elected Board of Trustees.

ARTICLE VII

NAMES OF BOARD OF TRUSTEES

(As Filed)

ARTICLE VIII

AMENDMENT OF THE ARTICLES OF INCORPORATION

- A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Trustees of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.
- B. Notwithstanding the foregoing Section A, the membership, officers or Trustees of the Corporation cannot cause any amendment or alteration of the Articles of Incorporation or By-Laws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

ARTICLE IX

RESTRICTIONS

The Corporation is a not-for-profit corporation. No part of the net earnings of this 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 Section 501(c)(3) purposes. 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.

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 Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Under the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities 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, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

DISSOLUTION

If the Corporation is dissolved by either voluntary or involuntary means, all 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, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Trustees in their sole discretion, applying the guidelines set forth herein.

The foregoing Amended and Restated Articles of Incorporation restate and integrate and amend in accordance with FS 617.1007, 617.1006 and 617.1002 the provisions of Bishop Museum of Science and Nature, Inc.'s Articles of Incorporation as theretofore amended, and there is no discrepancy between those revisions and the provisions of the Restated Articles of Incorporation.

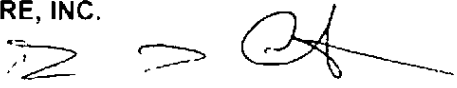
ARTICLE XI

MISSION

To engage and inspire learners of all ages; we protect, interpret and communicate scientific and cultural knowledge of Florida, the world, and our universe.

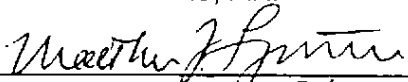
Dated this 28th day of February, 2019

**BISHOP MUSEUM OF SCIENCE AND
NATURE, INC.**

By: 
Print Name: Brian Ceder
Its: Board President

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the property and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

BLALOCK WALTERS, P.A.

By: 
Print Name: Matthew J. Lapointe
Its: Principal