

N/95000000132

2137 Lakobreeze Way
P.O. Box 5202
Daltona, FL 32728-5202

FILED
1995 JAN 10 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FL

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

Re: Articles of Incorporation for
African American Museum of Fine Arts, Inc.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for African American Museum of Fine Arts, Inc., along with Certificate of Designation Registered Agent/Registered Office and Acceptance of Designation. Also enclosed please find check in the amount of \$122.50 to cover the filing fee. Please note that we had reserved this corporate name until March of 1995.

Please provide me with the charter number and a certified copy of the articles.

Yours very truly,

Irene D. Johnson
Irene D. Johnson
Incorporator

IDJ:pal
Enc.

N

MS Johnson GAVE
AUTHORIZATION BY PAGE 10
CORRECT *RA* Address
DATE *1-10-95*
DOC. EXAM *75*

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***122.50 ***122.50

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ARTICLES OF INCORPORATION
FOR
AFRICAN AMERICAN MUSEUM OF FINE ARTS, INC.

The incorporators named herein submit these Articles of Incorporation for the purpose of creating the AFRICAN AMERICAN MUSEUM OF FINE ARTS, INC., a not-for-profit corporation under and by virtue of the provisions of Chapter 617, Florida Statutes.

ARTICLE I

The name of this corporation shall be African American Museum of Fine Arts, Inc.

ARTICLE II

The initial principal office of the corporation shall be:

325 South Clara Avenue
P.O. Box 1319
DeLand, FL 32721-1319

ARTICLE III

The purpose of the corporation is to collect, preserve, exhibit and promote African and Caribbean American art. The corporation shall provide materials, facilities and instruction for the creation, appreciation and understanding of African and Caribbean American art and culture.

ARTICLE IV

The initial directors of the corporation shall be appointed or elected by the incorporators named herein. Thereafter, new or replaced directors shall be elected by the Board of Directors. The

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

time and manner of election and the qualifications and terms of office of directors shall be as stated in the By-Laws.

ARTICLE V

This corporation shall have all the powers necessary for the accomplishment of its mission and purpose, which powers shall include but not exceed all those powers specifically granted or implied by law.

ARTICLE VI

The qualifications and conditions of membership shall be prescribed in the By-Laws. However, no person may be excluded from membership or limited in the exercise of membership based upon any consideration of race, religion, ethnicity, gender or national origin. Membership in this corporation shall be open to all persons interested in the mission and purpose of the corporation.

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The officers of this corporation and the terms of their office shall be as stated in the By-Laws. The officers shall be elected by the Board of Directors.

ARTICLE IX

The Board of Directors shall have power to amend these Articles of Incorporation by a two-thirds vote of the Directors

then in office. The By-Laws shall prescribe the time and method of giving notice of any such proposed amendments.

ARTICLE X

This is a not-for-profit corporation and none of the income or assets of the corporation shall be distributed to or shall inure to the benefit of any incorporator, director, officer, or member. However, any such person may be employed by the corporation and receive reasonable compensation for services actually performed, unless such employment is prohibited or limited in the By-Laws. All of the income and assets of the corporation shall be devoted exclusively to the furtherance of the mission and purpose of the corporation, as set forth herein.

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.

ARTICLE XI

No part of the activities, facilities, equipment or funds of this corporation is or ever will be used for carrying on propaganda, or otherwise attempting to influence legislation, and said corporation will not participate or intervene in, including

the publishing and distribution of statements, political campaigns 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(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States internal revenue law which might be applicable, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any future United States internal revenue law which might be applicable.

ARTICLE XII

The names and addresses of the incorporators of this not-for-profit corporation are as follows:

Irene D. Johnson
2137 Lakebreeze Way
P.O. Box 5202
Deltona, FL 32728-5202

Adrienne Baytop, Ph.D.
1386 Catalina Blvd.
Deltona, FL 32725

Phosphoria F. Hill
P.O. Box 1977
DeLand, FL 32721-1977

Sandra Henry
3064 Channel Side Court
Oviedo, FL 32765

Gaylo Boulo
749 High Street
P.O. Box 922
DeLand, FL 32721-0922

Don Hudson
2730 Enterprise Road, Suite A
Orange City, FL 32763

Rev. Maxwell Johnson
2137 Lakebreeze Way
P.O. Box 5202
Deltona, FL 32728-5202

Thelma Martin
201 W. Division St.
P.O. Box 3363
DeLand, FL 32721-3363

Elma Swain
1752 Gatewood Dr.
Deltona, FL 32738

Leslie B. Smith
1450 South Woodland Blvd.
DeLand, FL 32720

Josie Taylor
562 Richmond Ave.
Deltona, FL 32725

Janet Williams
1449 Drysdale Dr.
Deltona, FL 32725

Lillian F. Wright
221 W. Hubbard Ave.
DeLand, FL 32720

ARTICLE XIII

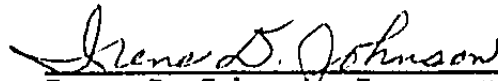
The name and street address of the initial registered agent
of the corporation is:

Irene D. Johnson
2137 Lakebreeze Way
Deltona, FL 32728-5202

The address of the corporation's initial registered office is:

2137 LAKEBREEZE WAY - DELTONA, FL 32728-5202
P.O. Box 5202
Deltona, FL 32728-5202

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed by incorporator Irene D. Johnson, on her own behalf and on behalf of the other incorporators named herein, and she has hereunto subscribed her name on this 6th day of January, 1995.


Irene D. Johnson, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: African American Museum of Fine Arts, Inc.

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

Irene D. Johnson
2137 Lakebreeze Way
Deltona, FL 32738

SIGNATURE Irene D. Johnson
(corporate officer)
TITLE President
DATE Jan. 6, 1995

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.

SIGNATURE Irene D. Johnson
DATE Jan. 6, 1995

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1995 JAN 10 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N95000000132
African American Museum of Fine Arts, Inc.

325 South Clara Avenue P. O. Box 1319 DeLand, FL 32721-1319
(904) 736-4004

Irene D. Johnson, President
2137 Lakebrooke Way
P.O. Box 5202
Deltona, FL 32728-5202
(407) 574-6008

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

April 21, 1995

RE: Document Number
N95000000132

FILED
APR 24 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Dear Sir:

At a regular meeting at which a quorum of members was present and held on April 12, 1995, the following resolution was adopted:

IT IS HEREBY RESOLVED that ARTICLE I of the Articles of Incorporation for the African American Museum of Fine Arts, Inc., be amended to read as follows, "The name of this corporation shall be African American Museum of the Arts, Inc."

The filing fee of \$35.00 is enclosed.

Sincerely,

Irene D. Johnson
Irene D. Johnson
President

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***\$35.00 (111135.00)

Enclosure
Check #1037

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

AFRICAN AMERICAN MUSEUM OF FINE ARTS, INC.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted.)

ARTICLE I - being amended to AFRICAN AMERICAN MUSEUM OF THE ARTS, INC.

SECOND: The date of adoption of the amendment(s) was: April 12, 1995

THIRD: Adoption of Amendment (check one)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Amended to read as above.

Corporation Name

Irene D. Johnson

Signature of Chairman, Vice Chairman, President or other officer

Irene D. Johnson

Typed or printed name

President

Title

April 21, 1995

Date