

N96000005758

Herbert Elliott
Attorney At Law

35 WEST LEMON STREET
TARPON SPRINGS, FLORIDA 34609

(813) 942-3631
TELECOPIER: (813) 937-8453

November 4, 1996

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

700001998957--5
-11/07/96--01047--012
*****70.00 *****70.00

Re: FLORIDA FINE ART MUSEUM CORPORATION

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00 to cover the filing fee. Please provide me with a copy of the Articles once they have been filed.

If there are any questions, please feel free to call this office.
Thank you for your cooperation.

Very truly yours,


Herbert Elliott

HE/amm
Enclosures

NOV 12 1996

BSB

FILED
96 NOV -7 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

96 NOV -7 PM 1:10

FLORIDA FINE ART MUSEUM CORPORATION
A FLORIDA NON-PROFIT CORPORATION

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA FINE ART MUSEUM CORPORATION

The principal place of business of this corporation shall be:

1015 S. Florida Avenue, Tarpon Springs, FL 34689

ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable purposes, pursuant to the Florida Corporations Not for Profit Act, Chapter 617, Florida Statutes.

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purpose for which this corporation is formed is to acquire a structure to house private art and antique collections, and to educate the public by assisting and encouraging owners of private collections of fine art and antiques to display such collections publicly in an academic and institutional establishment.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and non-profit purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Herbert Elliott
Attorney at Law

FLORIDA BAR NUMBER
210528

35 WEST LEMON STREET
TARPON SPRINGS
FLORIDA 34689

(813) 942-3631
FACSIMILE (813) 937-5453

ARTICLE IV. TERM

This corporation shall have a perpetual existence.

ARTICLE V. MEMBERSHIP AND DIRECTORS

The corporation and its members and directors, including the authorized number and qualifications of the members and directors of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members and directors, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE VI. SUBSCRIBER

The name and residence address of the subscriber of this corporation is as follows:

Harcourt Syms
1015 S. Florida Avenue
Tarpon Springs, FL 34689

ARTICLE VII. LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Pinellas.

(b) The name and address of this corporation's registered agent is:

Harcourt Syms
1015 S. Florida Avenue
Tarpon Springs, FL 34689

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) EXECUTIVE COMMITTEE. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the membership of the corporation. The bylaws of this corporation shall determine the manner in which Executive Committee members are elected or appointed.

Herbert Elliott
Attorney at Law

FLORIDA BAR NUMBER
210528

35 WEST LEMON STREET
TARPON SPRINGS
FLORIDA 34689

(813) 942-3631
FACSIMILE (813) 937-5453

(b) CORPORATE OFFICERS. The corporation shall elect the following officers, who shall serve as the Executive Committee: President, Vice-President, Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize from time to time. Initially, such officers shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

President	Harcourt Syms
Vice-President	Fiona C. Syms
Secretary	Frank A. Corona
Treasurer	Louis D. Gasbarro
Assistant Treasurer	S. Nicole Syms

ARTICLE IX. BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Corporations Not for Profit Act of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by following the procedure set forth therefor in the bylaws.

ARTICLE X. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable and non-profit purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI. DISTRIBUTION OF ASSETS

Upon 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 to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable and non-profit purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Herbert Elliott
Attorney at Law

FLORIDA BAR NUMBER
210528

35 WEST LEMON STREET
TARPON SPRINGS
FLORIDA 34609

(813) 942-3631
FACSIMILE (813) 937-5453

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to those articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of a majority of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this non-profit charitable corporation under the Laws of Florida have executed these articles of incorporation on November ____, 1996.


HARCOURT SYMS

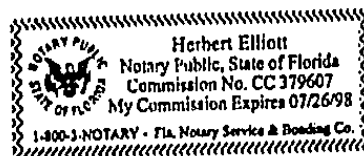
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of November, 1996, by Harcourt Syms, who is personally known to me.


NOTARY PUBLIC

Printed Name:

My Commission Expires:



Herbert Elliott
Attorney at Law

FLORIDA BAR NUMBER
210528

35 WEST LEMON STREET
TARPON SPRINGS
FLORIDA 34689

(813) 942-3631
FACSIMILE (813) 937-5453

To: Department of State
Tallahassee, Florida

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned not for profit 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:

FLORIDA FINE ART MUSEUM CORPORATION

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

Harcourt Syms

1015 S. Florida Avenue

Tarpon Springs, FL 34689

Dated: November 1, 1996

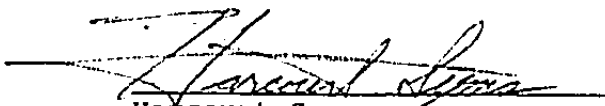

President

FILED
96 NOV - 7 PM 1:10
TALLAHASSEE
STATE
FLORIDA

AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated: November 1, 1996


Harcourt Syms
Registered Agent

Herbert Elliott
Attorney at Law

—
FLORIDA BAR NUMBER
20520
—

35 WEST LEMON STREET
TARPOON SPRINGS
FLORIDA 34689
—

(813) 942-3631
FACSIMILE (813) 937-5453