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TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

# OF

# SCHACKNOW MUSEUM OF FINE ART, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, and certify as follows:

## ARTICLE I
## NAME

The name of this Corporation shall be: "SCHACKNOW MUSEUM OF FINE ART, INC.", and shall hereinafter be referred to as the "Corporation."

## ARTICLE II
## PRINCIPAL OFFICE AND MAILING ADDRESS

A. The address of the principal office is 9551 West Sample Road, Coral Springs, Florida 33065.

B. The mailing address of the Schacknow Museum of Fine Art, Inc. is 9551 West Sample Road, Coral Springs, Florida 33065.

## ARTICLE III
## PURPOSES

The purposes for which the corporation is organized are as follows:

A. To be operated are for charitable and educational purposes, the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law and under Chapter 617, Florida Statutes, as amended, solely and exclusively as a not-for-profit corporation.

B. To plan, foster, encourage, support, oversee, coordinate, direct, present, produce, promote, operate and manage of educational, cultural and art activities at the Schacknow Museum of Fine Art for benefit of the residents of the City of Coral Springs and South Florida.

C. To conduct educational programs and forums to promote art within the City of Coral Springs and South Florida.

D. To solicit, receive or generate funds from any source not inconsistent with the purposes of this corporation and solicit, receive or generate contributions, grants, gifts or subventions

Prepared by:
Rhoda Glasco_Foderingham
Assistant City Attorney, City of Coral Springs
9551 West Sample Road, Coral Springs, Fl. 33065
954-344-1010 FLA. BAR #0558540

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from persons, entities or any unit or agency of government.

E. To make contributions or donations for public benefit or for the benefit of education and the arts for the residents of Coral Springs and the South Florida area; and

F. To do and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the corporation.

G. To operate without profit for the sole and exclusive benefit of the Corporation

H. To perform all of the functions contemplated as the Corporation and undertaken by the Board of Directors of the Corporation.

I. To hold funds solely and exclusively for the benefit of the Corporation for the purposes set forth in these Articles of Incorporation.

J. To promulgate and to enforce rules, regulations, Bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Corporation is organized.

K. To delegate power or powers where such is deemed in the interest of the Corporation.

L. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association, or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

M. In general, to have all powers conferred upon corporations by the laws of the State of Florida, except as prohibited herein.

O. To provide for buying and/or sponsorships for items required for the gift shop, food and beverages, as needed and other service related operations of Schacknow Museum of Fine Arts.

P. Authority to distribute monies and funds and to promote the general purposes of the Corporation upon the approval of the Board of Directors.

Q. To endeavor to encourage and stimulate community interest in the promoting and activities of the Schacknow Museum of Fine Arts.

B. Pecuniary profit, gain or private advantage is not and shall not be the object of this corporation or its officers and directors. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons except that the corporation shall be authorized to pay compensation in a reasonable amount to its officers and directors for services rendered and may confer benefits upon its shareholders in conformity with its purposes.

## ARTICLE III
## MEMBERS

This Corporation shall not have any shareholders nor any members and the directors of the Corporation shall have sole voting power.

## ARTICLE IV
## TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the corporation shall be perpetual.

## ARTICLE V
## OFFICERS

The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by Resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws.

## ARTICLE VI
## POWERS

A. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided, however, that notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

B. The corporation shall not issue shares of stock and shall not distribute any part of its income to its members, directors or officers; provided, however, that the corporation may pay compensation in a reasonable amount to its members, directors,

F. Property. The Board of Directors shall administer and distribute the property held by this corporation in accordance with the purposes of this corporation as defined in Article III and the applicable provisions of the Bylaws.

ARTICLE VIII
BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered, or rescinded by a majority vote of such Board.

ARTICLE IX
AMENDMENT

Amendment, as herein contemplated, may be proposed by any director and may be adopted by the affirmative vote of the majority of the directors at the annual meeting of directors or at a special meeting of directors; provided, however, that in either instance, notice of the proposed amendment has been given with notice of the meeting.

ARTICLE X
VOTING

A. Subject to the restrictions and limitations hereinafter set forth, each director shall be entitled to one (1) vote. There shall be no fractional voting. Except where otherwise required under the provisions of these Articles or Bylaws, the majority vote of the directors represented at any meeting of the members duly called and at which a quorum is present, shall be binding. The voting members are the City Commission of the City of Coral Springs.

The remaining members of the Board of Directors shall possess no voting rights.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall be governed by the provisions of Chapter 617, Florida Statutes, as amended.

officers and employees for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VII
BOARD OF DIRECTORS

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors.

B. Number. The affairs of this corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws but shall never be less than five (5) voting members and two (2) non-voting members. Notwithstanding the maximum number of directors permitted under the Bylaws, it is the declared intention of the corporation that the number of directors be no larger than minimally necessary in order to properly carry on the activities of the corporation.

C. Election; Removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Compensation. Directors shall be compensated in accordance with the procedure provided in the Bylaws.

E. Resignations. Directors shall resign in accordance with the procedure provided in the Bylaws.

F. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members an/or until their successors shall have been elected and qualified are as follows:

(1) John Sommerer, Mayor
9501 Northwest 44th Place
Coral Springs, Florida 33065

2) Rhonda Calhoun, Vice Mayor
7838 Northwest 50th Court
Coral Springs, Florida 33067

(3) Alan Polin, Commissioner
1846 Northwest 97th Terrace
Coral Springs, Florida 33071

(4) Maureen Bark, Commissioner
11893 Northwest 27th Street
Coral Springs, Florida 33065

(5) William S' 'adling, Commissioner
5033 Northwest 100th Terrace
Coral Springs, Florida 33076

## ARTICLE XII
## DISSOLUTION OF THE ASSOCIATION

The corporation may be dissolved upon a Resolution to that effect being recommended by a majority of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1401 of the Florida Statutes or statute of similar import, and approved by a majority of the voting rights of the corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of December, 1996.

CITY

CITY OF CORAL SPRINGS, a municipal corporation organized and existing under the laws of the State of Florida

By: ______________________
JOHN SOMMERER, MAYOR

ATTEST: Jonda K. Joseph
JONDA K. JOSEPH, CITY CLERK

APPROVED AS TO FORM BY:
Rhoda Glasco Foderingham
RHODA GLASCO-FODERINGHAM
ASSISTANT CITY ATTORNEY

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CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes, §48.091 and §607.034, the following is submitted in compliance therewith.

FIRST, that SCHACKNOW MUSEUM OF FINE ART INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Coral Springs, County of Broward, State of Florida, has named SAMUEL S. GOREN, as Registered Agent, who may be served at the registered office located at Josias & Goren, P.A., 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

REGISTERED AGENT

Dated this 10th day of December, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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