

1/13/98

N98000000/84

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:29 PM

((H98000000768 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MACFARLANE FERGUSON & MCMULLEN

ACCT#: 076077001654

CONTACT: ROSALYN GIBBS

PHONE: (813)273-4261

FAX #: (813)273-4396

NAME: THE FLORIDA WORLD MUSEUM OF NATURAL HISTORY

AUDIT NUMBER.....H98000000768

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

8

FILED
98 JAN 13 AM 7:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. CHESSEB JAN 14 1998

FAX AUDIT NO.: H98000000768

ARTICLES OF INCORPORATION
OF
THE FLORIDA WORLD MUSEUM OF NATURAL HISTORY, INCORPORATED

ADOPTED: JANUARY 13, 1998

FILED
98 JAN 13 AM 7:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: STEPHEN L. PANKAU
ADDRESS: 400 N. Tampa Street, 23rd Floor
Tampa, Florida 33602
TELEPHONE NO.: 813-273-4200
FLORIDA BAR NO.: 201741

FAX AUDIT NO.: H98000000768

FAX AUDIT NO.: H98000000768

ARTICLES OF INCORPORATION
OF
THE FLORIDA WORLD MUSEUM OF NATURAL HISTORY, INCORPORATED

The undersigned incorporator, a natural person competent to form a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby form this corporation not for profit under Chapter 617, Florida Statutes, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is THE FLORIDA WORLD MUSEUM OF NATURAL HISTORY, INCORPORATED.

ARTICLE II. PRINCIPAL OFFICE

The address of the current principal office and mailing address of the Corporation is 3446 Sweetwater Trail, Clearwater, Florida 33761.

ARTICLE III. PURPOSES

Section 1. Except as limited by these Articles or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of the purpose described in Section 1 above, the specific purposes of the Corporation are:

A. to develop, own and operate, or cause to be operated, museums and educational facilities.

B. To undertake any activity which assists or contributes to the development and operation of museums and educational facilities.

FAX AUDIT NO.: H98000000768

Section 3.

A. Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member, officer or trustee of the Corporation (except that reasonable compensation may be paid for services actually rendered to or for the Corporation if such services are in furtherance of one or more of the Corporation's purposes stated above and, excepting further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the objects and purposes of the Corporation).

B. The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(a), 501(c)(3) or (6) of the Internal Revenue Code of 1986, as amended (the "Code"); or by an organization to which contributions are deductible under Code Sections 170(c)(2), 2055(1)(2) or (3), and 2522(a)(2) or (3). No part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consist of attempting to influence legislation by propaganda or otherwise or which participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

C. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of its assets to such organization or organizations organized and operated exclusively for charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of pursuant to order by any court of record with general equity jurisdiction in the city or county where the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as such court shall determine.

ARTICLE IV. MEMBERSHIP

The Board of Directors may establish criteria for the admission of members from time to time. Any person, including all individuals or organizations, shall be eligible for membership in the Corporation, subject to approval by the Board of Directors of the Corporation. An organization shall have one individual designated as its representative for the purpose of voting and other representation. Members shall be personally oriented toward assisting the Corporation in furtherance of its stated purposes. Members shall have such powers with respect to voting, eligibility for service as an officer or to duties relating to the activities conducted by the Corporation as may be set forth in the bylaws of the Corporation or as may be determined by the Board of Directors from time to time. The Board of Directors of the Corporation shall have the power to create separate special classes of membership for the purpose of setting membership contributions, fees or dues and to insure such representation as the Board finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be specifically designated by the Board. Membership in the Corporation shall be non-transferable.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than one (1). The Board shall have the authority to set the exact number of directors as may be required from time to time.

Section 2. The initial Board of Directors shall consist of four (4) directors who shall be:

Lou Smida	3446 Sweetwater Trail, Clearwater, Florida
Trudy Smida	3446 Sweetwater Trail, Clearwater, Florida
Marc Rogoff	12003 Nicklaus Circle, Tampa, Florida
Jack Butcher	2831 Bellwood Drive, Tampa, Florida

Section 3. Successors of the foregoing described directors and the composition of the Board of Directors shall be designated by the other directors from time to time who shall serve such term as is designated by the Board or by the Bylaws.

FAX AUDIT NO.: H98000000768

ARTICLE VI. OFFICERS

Section 1. The officers of the Corporation shall include a President, Vice President, Secretary and Treasurer. The Corporation may have additional officers, assistant officers and agents as may be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. The following individuals shall serve in the indicated office of the Corporation as of the date of the adoption of these Articles of Incorporation and until successors are duly elected and qualified:

Lou Smida	-	President
Trudy Smida	-	Vice President, Secretary and Treasurer

Section 3. The officers shall be elected, removed and hold office as provide in the Bylaws.

Section 4. The officers shall have such powers and responsibilities as are provided by the Bylaws.

ARTICLE VII. POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers necessary or desirable in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE VIII. INCORPORATOR

The incorporators of this Corporation are Lou Smida, 3446 Sweetwater Trail, Clearwater, Florida 33761 and Trudy Smida, 3446 Sweetwater Trail, Clearwater, Florida 33761.


FAX AUDIT NO.: H98000000768


FAX AUDIT NO.: H98000000768

ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the Board of Directors or in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 13th day of January, 1998.


Lou Smida, Incorporator


Trudy Smida, Incorporator

FAX AUDIT NO.: H98000000768

FAX AUDIT NO.: H98000000768

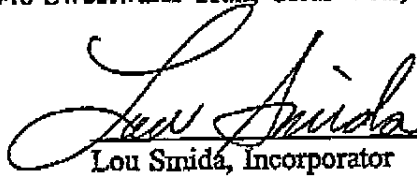
**Certificate of Designation
Registered Agent/Registered Office**

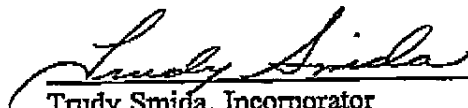
Pursuant to the requirements of the laws of Florida, The Florida World Museum of Natural History, Incorporated hereby designates its registered agent and registered office:

Name of Corporation: The Florida World Museum of Natural History, Incorporated.


Name and Address of Registered Agent: Lou Smida, 3446 Sweetwater Trail, Clearwater Florida 33761.

Registered Office of Corporation: 3446 Sweetwater Trail, Clearwater, Florida 33761.


Lou Smida, Incorporator
Date: January 13, 1998


Trudy Smida, Incorporator
Date: January 13, 1998

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.


Name: Lou Smida
Date: January 13, 1998

FAX AUDIT NO.: H98000000768

FILED
98 JAN 13 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA