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98 FEB 18 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32303

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***140.00 ***140.00

Enclosed are an original and copy of the proposed Articles of Incorporation for the *Florida Consortium of Science Centers*. Also enclosed are the original and one copy of the Designation of Registered Agent for the proposed corporation.

I am enclosing a check for \$140.00 which I believe will cover filing fees and cost of a certified copy of the Articles and a Certificate of Incorporation. Certified copies should be mailed to my attention at the following address:

Odyssey Science Center
P.O. Box 149
Tallahassee, FL 32302

RECEIVED
98 FEB 18 PM 12:25
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

Thank you for your consideration of this request.

Sincerely,

Bob Cantant

Bob Content
Director

cc: Consortium members

enc: 2 copies, Articles & Registered Agent forms

1 Certified Copy
2 CHS's

Phone: (904) 671-5001
FAX: (904) 671-4811

P. Hall
FEB 18 1998

ARTICLES OF INCORPORATION
OF
FLORIDA CONSORTIUM OF SCIENCE CENTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be: Florida Consortium of Science Centers, Inc.

ARTICLE II
Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

864 East Park Avenue
Tallahassee, FL 32301

ARTICLE III
Purposes

The corporation is a not-for-profit corporation organized pursuant to the Florida Not For Profit Act and is created, organized and shall be operated exclusively for purposes permissible under Chapter 617 of the Florida Statutes and applicable federal laws. Within the scope of the foregoing, the purposes for which this corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, this corporation shall carry on only those activities permitted for an organization exempt from Federal Income Tax under Code §501(c)(3) and those activities for which contributions are deductible for federal and state income, gift or estate tax purposes.

B. This corporation's purposes shall include, but not be limited to, engaging in business and activities which:

(1) Promote science, scientific education and research, the establishment and operation of science centers, the communities' interests in science, scientific education and science centers, and charitable projects and organizations conducting or furthering science, scientific education and research and science centers.

(2) Raise funds to support the aforementioned activities by obtaining government grants and aid and by soliciting charitable contributions of money, property and in-kind services from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations.

(3) Carry out the purposes set forth in these Articles of Incorporation and which are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies under Code §501(c)(3).

ARTICLE IV

Corporate powers and limitation of corporate powers

Section 1. Powers: Subject to the restrictions and limitation set forth in Article III, the corporation shall have all powers and authorities as are or may hereafter be granted to not for profit corporations under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, or otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees, and agents within or without the State of Florida, and to make donations for the public welfare and for charitable purposes.

Section 2. Limitation of powers:

A. This corporation does not contemplate any pecuniary gain or profit to directors or officers thereof, and no part of any earnings of this corporation shall inure to the benefit of, or be distributable to, any director or officer of this corporation or any other private individual (except that reasonable compensation may be paid, in cash or in kind, for services rendered to or for this corporation and this corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to this corporation). No director or officer of this corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation. However, this corporation may confer benefits in the form of distribution, upon dissolution or otherwise, upon any not for profit corporation described in Code §501(c)(3) and 170(c)(2) as specified below.

B. No substantial part of the activity of this corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

C. All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this corporation, the assets shall, after paying or making provisions for all liabilities of this corporation, be distributed to

one or more organizations which are organized and exist exclusively for education, scientific, charitable or literary purposes, and which at the time of such dissolution, qualify as an exempt organization under Code §§501(c)(3), 170(c)(2), or 509(a)(1) or (2), or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, or Florida local governments for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction to such organization or organizations operated exclusively for such charitable purposes, as said court shall determine.

D. The corporation shall have no stock, pay no dividends, and distribute no part of the net income to its officers or directors.

ARTICLE V

Existence

The corporation will exist perpetually unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI

Amendment of Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by a vote of a majority of all members of the Board of Directors, providing that two (2) weeks written notice shall be given of any meeting to vote on an amendment to the Articles and such notice shall contain the full text of any proposed amendment.

ARTICLE VII

Bylaws

The power to adopt, alter, amend, or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation. The Bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE VIII

Initial registered agent and street address

The name and the street address of the initial registered agent are:

Michael D. Cusick
864 East Park Ave.
Tallahassee, Florida 32301

ARTICLE IX

Members

Section 1. The charter members of this corporation and their addresses are:

Museum of Arts and Sciences, Inc.
1040 Museum Blvd.
Daytona Beach, Florida 32114

Museum of Discovery and Science, Inc.
401 S.W. Second St.
Ft. Lauderdale, Florida 33312-1707

Museum of Science, Inc.
3280 S. Miami Ave.
Miami, Florida 33129

Museum of Science and History of Jacksonville, Inc.
1025 Museum Circle
Jacksonville, Florida 32207-9053

Museum of Science and Industry Foundation, Inc.
4801 East Fowler Avenue
Tampa, Florida 33617

Odyssey Science Center, Inc.
345 South Magnolia Dr., Suite B12
Tallahassee, Florida 32302

Orlando Science Center, Inc.
777 East Princeton St.
Orlando, Florida 32803

Section 2. The manner of admission of new members and the rights and duties of the members shall be as provided in the corporation's Bylaws.

ARTICLE X

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of at least three (3) directors. The Board of Directors may be increased in size in accordance with the corporation's by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and

acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida.

The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Gary R. Libby	1040 Museum Boulevard Daytona Beach, FL 32114
Barry H. Rosen, Ph.D.	401 S.W. Second Street Ft. Lauderdale, FL 33312-1707
Russell Etling	3280 S. Miami Avenue Miami, FL 33129
Margo Dundon	1025 Museum Circle Jacksonville, FL 32207-9053
Wit Ostrenko	4801 E. Fowler Avenue Tampa, FL 33617
Bob Content	345 S. Magnolia Drive, Suite B12 Tallahassee, FL 32302
Sondra Quinn	777 E. Princeton Street Orlando, FL 32803

Section 1. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. The manner in which directors are appointed or elected to the Board of Directors shall be stated in the Bylaws.

ARTICLE XI

Officers

The officers of the corporation shall consist of an Executive Director, a Secretary, a Treasurer and such other officers as may be provided for in the Bylaws. Any two offices may be held by the same person. The officers shall be elected by the Board of Directors and shall serve for a term as provided in the Bylaws.

ARTICLE XII
Incorporator

The name and the street address of the Incorporator for these Articles of incorporation are:

Bob Content
Director
Odyssey Science Center, Inc.
345 South Magnolia Dr., Suite B12
Tallahassee, Florida 32302

The undersigned Incorporator has executed these Articles of Incorporation on this 18 day of February, 1998.

Signature of Incorporator:



Bob Content

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

98 FEB 18 PM 12:41

Pursuant to the provisions of Section 617.0501, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

Florida Consortium of Science Centers, Inc.

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

Michael D. Cusick
864 East Park Avenue
Tallahassee, Florida 32301

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

Date

2/18/98