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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. John Gilmore Riley Center/Museum for African American History & Culture, Inc. (Corporation Name) Amended & (Document #)

2. _____ (Corporation Name) Restated (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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APR 8/13/99

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

JOHN GILMORE RILEY CENTER/MUSEUM FOR
AFRICAN AMERICAN HISTORY & CULTURE, INC.

(A Not-for-Profit Corporation)

The Board of Directors of JOHN GILMORE RILEY CENTER/MUSEUM FOR AFRICAN AMERICAN HISTORY & CULTURE, INC. hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be JOHN GILMORE RILEY CENTER/MUSEUM FOR AFRICAN AMERICAN HISTORY & CULTURE, INC. (the "Corporation").

ARTICLE II

Purpose

The Corporation is organized solely for educational, charitable, and literary purposes, and not for pecuniary profit, and particularly for such educational, charitable, and literary purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. Within the scope of the foregoing, the Corporation is specifically organized to promote the identification, collection, and interpretation of historical items, artifacts, information, and documents of real significance to African Americans; to develop, maintain, and coordinate programs and activities for research and display of literary, artistic, cultural, economic, and other historical contributions of African Americans in the State of Florida; and to engage in such other activities as are necessary, appropriate, incidental, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and of the United States.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, or officers, or other private persons, unless such member, director, officer, or other private person is itself an organization qualified for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, except as reasonable compensation for services rendered to the Corporation or to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the

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Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, 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 of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence, unless these Articles of Incorporation are amended to provide for a different term of existence.

ARTICLE IV
Board of Directors

The management of the Corporation shall be vested in a Board of Directors. The method of election of the Board of Directors shall be as stated in the Corporation's bylaws.

ARTICLE V
Registered Office and Agent

The initial registered office of the Corporation in the State of Florida is located at 16 North Adams Street, Quincy, Florida 32351. The registered agent of the Corporation in the State of Florida at the registered office is Robert Travis.

ARTICLE VI
Principal Office and Address

The Corporation's initial mailing address and the address of the Corporation's principal office is 419 East Jefferson Street, Tallahassee, Florida 32311.

ARTICLE VII
Incorporator

The name and street address of the incorporator of the Corporation are Robert Travis, 16 North Adams Street, Quincy, Florida 32351.


ARTICLE VIII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of Corporation's Board of Directors at a duly called meeting of the Board of Directors.

ARTICLE IX
Dissolution

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, to be used exclusively for charitable, educational, and literary purposes that are compatible with the purposes of this Corporation. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as the Court determines that are organized and operated exclusively for such purposes.

These Amended and Restated Articles of Incorporation does not contain any amendments of the Corporation's Articles of Incorporation requiring member approval. These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors on August 12, 1999.



Signature of President or Other Officer

Robert Travis

Typed or Printed Name

Chairman of the Board

Title

August 11, 1999

Date