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AUTHORIZATION : Patricia Pujate

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ORDER DATE : September 21, 1998

ORDER TIME : 1:58 PM

ORDER NO. : 968303-005

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
ERIC M. SAUERBERG, P.A.

600002645226--2

Suite 400
712 U.s. Highway One
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: MUSEUM OF CONTEMPORARY ART OF
THE PALM BEACHES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Janna Wilson

RECEIVED
98 SEP 21 PM 2:37
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 9:33

ARTICLES OF INCORPORATION

OF

MUSEUM OF CONTEMPORARY ART
OF THE PALM BEACHES, INC.

FILED
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98 SEP 21 AM 9:33

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be MUSEUM OF CONTEMPORARY ART OF THE PALM BEACHES, INC. For convenience, the corporation is hereinafter referred to as the "Corporation." The principal address for the Corporation shall be at 712 U.S. Highway One, Suite 400, North Palm Beach, FL 33408.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Corporation are as follows:

A. The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation and the Corporation is to be formed exclusively for the purpose of receiving and administering funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

B. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

C. The Corporation shall have all of the powers reasonably necessary to implement its purposes, including but not limited to, the following:

1. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the By-Laws of the Corporation;

2. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

D. The Corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its Members or Officers, for services rendered, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a Director in his or her capacity as an Officer or employee or for services rendered to the Corporation outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to Officers,

employees, agents or attorneys for services rendered to the Corporation.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE III

MEMBERS AND VOTING RIGHTS

A. The qualification for Members and the manner of their admission shall be regulated by the By-Laws for this Corporation.

B. The By-laws of the Corporation shall provide for annual or more frequent meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, entitled to cast fifty (50%) percent of the votes shall constitute a quorum for the transaction of business.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

A. Directors: The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from

time to time determine but not less than three (3) nor more than fifteen (15) persons. However, the initial Board of Directors shall consist of eight (8) persons until such time as additional Directors are appointed as set forth herein.

B. Election and Appointment of Directors: The Director(s) of the Corporation, in accordance with any applicable provisions of the By-laws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Director's election, for the removal from office of any Director, for filling vacancies, and for the duties of the Director(s). If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws.

C. Original Board of Directors: The names and addresses of the first Board of Director(s) of the Corporation are as follows: REUBEN HALE, 2715 South Olive Avenue, West Palm Beach, FL 33405; ROBERT LAFF, 263 Barcelona Avenue, West Palm Beach, FL 33401; ANNE LANNAN, 1712 Westridge Drive, Los Angeles, CA 90049; STEVE MATHISON, Mathison and Mathison Attorneys, 5606 PGA Boulevard, Suite #211, Palm Beach Gardens, FL 33418; KAREN MCKINLEY, 12 Harvard Drive, Lake Worth, FL 33460; JIM PEELE, 601 Lake Avenue, Lake Worth, FL 33460; BARRY PINCISS, 1 North Breakers Row, Palm Beach, FL 33480; and JOANNE WARSHAVER, 1 North Breakers Row, Palm Beach, FL 33480.

ARTICLE VI

OFFICERS

A. Officers: The Corporation shall have a President, Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Corporation.

B. Election and Appointment of Officers: The Officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Officer's election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws. The same person may hold two or more offices.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation, which may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of all the votes of the entire Membership; provided, however, that: (a) no amendment shall

make any change in the qualifications for Membership or the voting rights of the Members without the written approval or affirmative vote of all Members of the Corporation; and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the purposes and powers set forth in Article II.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted under Florida Law, every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or Officer may be entitled under statute or common law.

ARTICLE X

TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officer, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

ERIC M. SAUERBERG, ESQ.
712 U.S. Highway One, Suite 400
North Palm Beach, FL 33408

ARTICLE XII

INITIAL PLACE OF BUSINESS, REGISTERED AGENT AND ADDRESS

The initial principal place of business and mailing address of the Corporation shall be c/o ERIC M. SAUERBERG, ESQ., 712 U.S. Highway One, Suite 400, North Palm Beach, FL 33408 or such other

CERTIFICATE DESIGNATING PLACE OF BUSINESS
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 9:33

ACKNOWLEDGMENT:

Having been named to accept service of process for MUSEUM OF CONTEMPORARY ART OF THE PALM BEACHES, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section §617.0501 Florida Statutes.

Dated: September 18, 1998



ERIC M. SAUERBERG, ESQ.,
Registered Agent