

Division of Corporations

N99000004274

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE SCHACKNOW MUSEUM OF FINE ARTS, INC.**

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE SCHACKNOW MUSEUM OF FINE ARTS, INC.**

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the Articles of Incorporation of THE SCHACKNOW MUSEUM OF FINE ARTS, INC. (the "Corporation"), Document Number N99000004274, are hereby amended according to these Articles of Amendment:

FIRST: Article II shall be deleted in its entirety and the following shall be substituted:

***ARTICLE II
STATEMENT OF CORPORATE NATURE**

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 to establish a museum for cultural and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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, right 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 Directors or Officers, for services rendered, including pensions. However, no Director shall vote on or otherwise participate in any decision of the Corporation to pay compensation to or reimburse the expenses of said Director. The Board of

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Directors shall have the right to set and pay all salaries to Directors, 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

SECOND: The Corporation has no members. The foregoing amendment was adopted unanimously by the Board of Directors on April 1, 2013.

THIRD: Except as hereby amended, the existing Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this instrument the
30 day of October 2014.



Paul Schacknow, President and Director
Authorized Representative

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