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Ausley & McMullen (Ruthie)
Requestor's Name
227 South Calhoun Street
Address
Tallahassee, Florida 32301 904-224-9115
City State Zip Phone

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CORPORATION(S) NAME

Florida State Committee of The National
Museum of Women in the Arts, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MODEL 501(c)(3) ARTICLES OF INCORPORATION
WHICH MAY HAVE TO BE MODIFIED DEPENDING ON
STATE LAW AND PARTICULAR CIRCUMSTANCES

ARTICLES OF INCORPORATION
OF
FLORIDA STATE COMMITTEE OF
THE NATIONAL MUSEUM OF WOMEN IN THE ARTS, INC.

To: Florida Department of State
Tallahassee, Florida

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Florida State Committee of the National Museum of Women in the Arts, Inc. The street address of the initial principal office is Route 3, Box 205, Monticello, Florida 32344.

ARTICLE II

The period of its duration is perpetual.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III

The purposes for which the corporation is organized are to operate exclusively for the promotion of nonprofit charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws). The corporation is not organized, nor shall it be operated, for pecuniary gain or profit.

The corporation is organized and at all times hereafter will operate exclusively for the benefit of, to assist in performing the functions of, and to further the purposes of the National Museum of Women in the Arts ("NMWA"), located in Washington, D.C. The corporation shall have no power to engage in activities which are not in furtherance of these purposes or to support or benefit any organization other than NMWA. The corporation's activities shall include, but are not limited to, the conduct of local programs designed to further the membership development, fundraising, educational and exhibition objectives of the NMWA.

Consistent herewith, the corporation is authorized to acquire real estate, to take all appropriate action in the furtherance of its purposes and to exercise all powers conferred upon corporations organized pursuant to the Florida Nonprofit Corporation Act.

ARTICLE V

The affairs of this corporation shall be managed by its Board of Directors, which shall be elected or appointed as provided in the Bylaws. The number of directors shall be fixed in the Bylaws, except that there shall not be less than 3 in number.

ARTICLE VI

The provisions for the regulation of the internal affairs of the corporation, including the provisions governing amendment of the Bylaws, are set forth in the Bylaws of the corporation.

Whenever, in its discretion, the Board of Directors or the executive committee, if any, of the Board of Directors shall so authorize, voting by the Board of Directors on any matter, including the approval of Bylaws and amendments to the Bylaws and the election or appointment of directors or officers, may be conducted by mail or by telephone conference duly recorded.

ARTICLE VII

In all events and under all circumstances, and notwithstanding any other provisions of these Articles of Incorporation or any member, consolidation, reorganization, termination, dissolution, or winding up of this corporation,

voluntarily, or by operation of law, or upon amendment of the Articles of Incorporation, the corporation's operations and activities shall be strictly in support of the NMWA and strictly of a non-profit and exclusively charitable and educational nature and:

a. The corporation shall not have nor exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying and continuing to qualify as (i) a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws) or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws).

b. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes, and no part of the assets or net earnings of the corporation shall ever inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable

amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

c. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

d. At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America or under the laws of the State of Florida.

e. Neither the whole, nor any part or portion, of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be operated, for objects or purposes other than set forth in Article III hereof.

f. Upon dissolution, liquidation or abandonment of the corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, liquidation or abandonment) shall be paid over and transferred to the National Museum of Women in the Arts, provided it is then qualified for exemption from income

taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws) and corresponding provisions of the laws of the State of Florida. If the NMWA is not so qualified, then all of the corporation's assets and property of every nature and description remaining after payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, liquidation or abandonment) shall be paid over and transferred to such one or more organizations which are exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986. (or the corresponding provision of any subsequent federal tax law) and which have the same purposes as NMWA, as the Board of Directors designates and in such amounts and such proportions as the Board of Directors may determine.

ARTICLE VIII

The address, including street and number, of the corporation's initial registered office is 227 South Calhoun Street, Tallahassee, Florida 32301, and the name of the corporation's initial registered agent at such address is John K. Aurell.

ARTICLE IX

During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

- (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a);
- (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a);
- (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a);
- (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and
- (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE X

The name and address, including street and number, of the incorporator of the corporation is:-

NAME

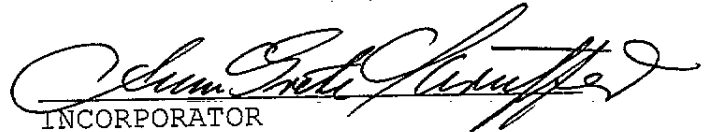
ADDRESS

Anna Schrieffer

Route 3, Box 205

Monticello, Florida 32344

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13 day of August, 1999.


INCORPORATOR

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Florida State Committee of the National Museum of Women in the Arts, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Route 3, Box 205, Monticello, Florida 32344, has named John K. Aurell, Ausley & McMullen, 227 South Calhoun Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Registered Agent

\\ausley_law_2\vol1\data\jka\women\registered agent.doc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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