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PLEASE ARRANGE FILING OF THESE NOT-FOR-PROFIT CORPORATION ARTICLES
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Karen

FLORIDA NON-PROFIT CORPORATION

FRIENDS OF THE MENNELLO MUSEUM OF AMERICAN FOLK ART,

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ARTICLES OF INCORPORATION**OF****FRIENDS OF THE MENNELLO MUSEUM OF AMERICAN FOLK ART, INC.,
(A FLORIDA CORPORATION NOT FOR PROFIT)**

The undersigned, acting as incorporator of FRIENDS OF THE MENNELLO MUSEUM OF AMERICAN FOLK ART, INC., does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

ARTICLE I**NAME OF CORPORATION, MAILING ADDRESS****AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be FRIENDS OF THE MENNELLO MUSEUM OF AMERICAN FOLK ART, INC. The mailing address of the corporation is, and its principal office shall be located at, 900 E. Princeton Street, Orlando, Florida 32803.

ARTICLE II**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 900 E. Princeton Street, Orlando, Florida 32803, and the name of the initial registered agent for the corporation shall be Frank Holt.

ARTICLE III**SPECIFIC AND GENERAL PURPOSES**

Section 1. This corporation is formed for the specific purpose of providing funds and other support to Meninello Museum of American Folk Art, Inc., or its successor (the "Museum"), a

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corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Such support shall be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable and educational purposes, all for the advancement of the Museum, and its objectives, and to take and hold, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation's Board of Directors; and to exercise any all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which this corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

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- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617 of Florida Statutes; provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V

NO MEMBERSHIP

The corporation shall not have any members.

ARTICLE VI

TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

Marilyn L. Mennello	1311 Via Tuscany
	Winter Park, Florida 32789

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. The number of directors constituting the first Board of Directors of the Corporation shall be nine (9). Thereafter, the number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the first Board of Directors of the Corporation who shall serve until their successors are appointed at the first annual meeting of the Board are as follows:

Michael Mennello	1311 Via Tuscany
	Winter Park, Florida 32789
Marilyn L. Mennello	1311 Via Tuscany
	Winter Park, Florida 32789
Jackie Pappas	641 Bonita Drive
	Winter Park, Florida 32789

Carolyn Lord	1672 Joeline Court Winter Park, Florida 32789
Maurizio Maso	135 West Central Boulevard Orlando, Florida 32801
John F. Lowndes	1308 Green Cove Road Winter Park, Florida 32789
Sabrina Azzouz	12326 Park Avenue Windermere, Florida 34786
John Schell	1116 Greenwood Street Orlando, Florida 32801
Carolyn Fennell	Post Office Box 62004 Orlando, Florida 32862-0004

Section 3. The members of the Board of Directors of the Corporation shall be appointed annually by the board of directors of the Museum at the annual meeting of the Board of Directors of the Corporation.

ARTICLE IX

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to the Museum

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and/or to one or more other organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X

BYLAWS

Subject to any limitations at any time contained in the Bylaws of this corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set her hand and seal this 24 day of July, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Marilyn L. Mennello
Marilyn L. Mennello

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of FRIENDS OF THE
MENNELLO MUSEUM OF AMERICAN FOLK ART, INC.

Frank Holt

Frank Holt

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