

NOTICE: IF THE FILM IMAGE IS LESS CLEAR THAN THIS NOTICE, IT IS DUE TO THE QUALITY OF THE DOCUMENT BEING FILMED.

Form **1023**
(Rev. September 1990)
Department of the Treasury
Internal Revenue Service

**Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

GMB No. 1545-0056

If exempt status is approved, this application will be open for public inspection.

1/30 608561

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.		2 Employer identification number (If none, see instructions.) 59-3058652
1b c/o Name (if applicable)	3 Name and telephone number of person to be contacted if additional information is needed J. THOMAS TOUCHTON (813) 228-7904	
1c Address (number, street, and room or suite no.) ONE TAMPA CITY CENTER, SUITE 3250	4 Month the annual accounting period ends DECEMBER	
1d City or town, state, and ZIP code TAMPA, FLORIDA 33602	7 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)	
5 Date incorporated or formed SEPTEMBER 21, 1989	6 Activity codes (See instructions.) 60	
8 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9 Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

RECEIVED

10 Check the box for your type of organization. BE SURE TO ATTACH A COMPLETE COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a **Corporation**— Attach a copy of your Articles of Incorporation (including amendments and restatements) showing approval by the appropriate State official; also include a copy of your bylaws. **EXHIBIT A**
- b **Trust**— Attach a copy of your Trust Indenture or Agreement, including all appropriate signatures and dates.
- c **Association**— Attach a copy of your Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of your bylaws.

If you are a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here *J. Thomas Touchton* (Signature) *President* (Title or authority of signer) *1/30/92* (Date)

For Paperwork Reduction Act Notice, see page 1 of the instructions.

Complete the Procedural Checklist (page 7 of the instructions) prior to filing.

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Form **1024**
Rev. December 1989
Department of the Treasury
Internal Revenue Service

**Application for Recognition of Exemption
Under Section 501(a)
or for Determination Under Section 120**

OMB No. 1545-0057

If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 4 of the instructions.

Part I.—Identification of Applicant (Must be completed by all applicants; also complete appropriate Schedule.)

Check the appropriate box below to indicate the section under which you are applying:

- a Section 501(c)(2)—Title holding corporations (Schedule A, page 6)
- b Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or total associations of employees (Schedule B, page 7)
- c Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 8)
- d Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 8)
- e Section 501(c)(7)—Social clubs (Schedule D, page 9)
- f Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits (Schedule E, page 11)
- g Section 501(c)(9)—Voluntary employees' beneficiary associations (Schedule F, page 12)
- h Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident or other benefits (Schedule E, page 11)
- i Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 13)
- j Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 14)
- k Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 15)
- l Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Schedule J, page 16)
- m Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 17)
- n Section 501(c)(20)—Trust/organization for prepaid group legal services (Parts I, II, and Schedule M, page 21)
- o Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 6)
- p Section 120—Qualified group legal services plans (Parts I, II, and Schedule L, page 19)

RECEIVED
MAR 23 1992
INTERNAL REVENUE SERVICE

1a Full name of organization (as shown in organizing document) **2** Employer identification number (if none, see Specific Instructions)

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.

59-3058652

1b c/o Name (if applicable)

1c Address (number and street)

ONE TAMPA CITY CENTER, SUITE 3250

1d City or town, county, state, and ZIP code

TAMPA, FLORIDA 33602

3 Name and telephone number (including area code) of person to be contacted during business hours if more information is needed

J. THOMAS TOUCHTON (813) 228-7904

4 Month the annual accounting period ends

DECEMBER

5 Date incorporated or formed

SEPTEMBER 21, 1989

6 Activity codes (see back cover)

60

7 Did the organization apply for recognition of exemption under this Code section or under any other section of the Code? Yes No
If "Yes," attach an explanation. FORM 1023 FILED - SEE ATTACHED RESPONSE TO IRS

8 Has the organization filed federal income tax returns or exempt organization information returns? Yes No
If "Yes," state the form number(s), years filed, and Internal Revenue office where filed.

9 Check the box for your type of organization. BE SURE TO ATTACH A COMPLETE COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a Corporation—Attach a copy of your Articles of Incorporation, (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of your bylaws. SEE ORIGINAL FORM 1023 FILED FOR COPIES.
- b Trust—Attach a copy of your Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association—Attach a copy of your Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Include also a copy of your bylaws.

If you are a corporation or an unincorporated association that has not yet adopted bylaws, check here

PLEASE SIGN HERE

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

[Signature]
(Signature)

[Title]
(Title or authority of signer)

3/17/92
(Date)

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Page 2

Part III Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in your organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

SEE EXHIBIT B

- 2 What are or will be the organization's sources of financial support? List in order of size.

GRANTS FROM LOCAL GOVERNMENTS
GRANTS FROM NATIONAL ENDOWMENT FOR HUMANITIES
CONTRIBUTIONS FROM FOUNDATIONS
CONTRIBUTIONS FROM INDIVIDUALS & BUSINESSES

ADMISSION FEES
MEMBERSHIP DUES

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.
- THE APPLICANT HAS NOT COMMENCED FORMAL FUNDRAISING ACTIVITIES ON A PRIVATE BASIS, BUT INTENDS TO BEGIN IN EARLY 1992 ON A SELECTIVE BASIS. NO FUNDRAISING COMMITTEE HAS BEEN FORMED (BOARD MEMBERS WILL SOLICIT DONATIONS). FUNDRAISING MATERIALS HAVE NOT YET BEEN DEVELOPED.

EXHIBIT B

APPLICATION FOR RECOGNITION OF EXEMPTION
UNDER §501(c)(3) OF THE INTERNAL REVENUE CODE
FORM 1023

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.
TAMPA, FLORIDA

PART II, QUESTION 1

The applicant has been formed in order to build, maintain and operate a history museum (the "Museum") in the Tampa, Florida/Hillsborough County, Florida area. The applicant intends to operate the Museum, which shall be open to the general public, for the purpose of preserving and displaying materials and artifacts relating to history and, in particular, the history of the greater Tampa and Hillsborough County areas. The applicant will also engage in educational and public outreach programs which will include programs coordinated with local public and private schools. The activities of the applicant are not yet operational. To date, the applicant, through its Officers and Board of Trustees is studying potential locations for the Museum and developing plans for the design, fund raising, and construction of the Museum.

In furtherance of its tax-exempt purpose, the Board of Trustees of the applicant has adopted a mission which calls for the following programs to be developed and implemented:

1. Permanent Exhibits

These permanent "state of the art" exhibits will convey the overall history of human experience in the Tampa Bay region and will require approximately 12,000 square feet in a facility approximately 50,000 square feet in size and costing between \$100 - \$200 per square foot. The appropriate balance of local versus regional storyline in the permanent exhibits will be determined at a future date after a more complete analysis of such factors as image and artifact availability, assessment of topics and their popularity, and interest from potential funding sources. Throughout the permanent exhibits, a variety of audio visual techniques will be used.

In addition, a "large screen format" theater may well be used as the primary introduction and orientation to the Museum. Depending on the technique chosen, this may require more space in addition to the amount mentioned above. Of course, permanent exhibits are likely to generate revenue through admissions fees.

PART II, QUESTION I--CONTINUED

2. Temporary/Traveling Exhibits

The Museum will host both temporary and traveling exhibits. Temporary exhibits will be those developed by the Museum that will deal with a range of topics, subjects and themes which portray aspects of the human experience in the greater Tampa area. For these exhibits, the Museum staff would undertake all phases of development including: concept creation; research, artifact and image acquisition; and exhibit design, fabrication and installation. The term "traveling exhibits" refers to those made available by other institutions from within the State of Florida, as well as, elsewhere in the U.S. Those institutions within the state that regularly have traveling exhibits available for sharing with other institutions include the Museum of Florida History in Tallahassee, the Florida Museum of Natural History in Gainesville, and the Historical Museum of Southern Florida in Miami. Traveling and temporary exhibits are likely to concentrate in greater detail on specific subjects, groups of people and specific collections than would be possible in the permanent exhibits. Temporary exhibits would be available to the public for a period of several months before being moved to other locations on a temporary or permanent basis in the community, region, or state. This statement confirms that the opportunities for cooperating with other museums in exchanging temporary or traveling exhibits is substantial since traveling exhibits are likely to be created by other institutions who will then share them with the Tampa Museum. The subject matter may be much broader in range and may or may not deal with the history of the area, but they will certainly deal with some aspect of history. As to space needs, the Museum should have available at least 8,000 square feet of space for these temporary/traveling exhibits.

The utilization of temporary/traveling exhibits insures that there is always something "new" at the museum which is essential for high visitation. This obviously generates revenue through increased museum admissions. In addition, traveling exhibits developed by the Museum will generate revenue if sold or rented to other institutions. Supplementing actual exhibit space will be additional required space necessary for exhibition preparation and shop areas.

PART II, QUESTION 1--CONTINUED

3. Manuscripts/Documents and Iconographic Collections

The History Museum will undertake a program of collecting manuscripts, documents, and iconographic items which convey aspects of local history. The resulting specialized collections will be the "two-dimensional" resources of the Museum and will certainly include personal papers, business papers, documents created in the course of personal, business and government life, bound publications, photographs, negatives, glass plate negatives, maps, post cards and other forms of images which portray the human experience in the area. These collections will be made available to the public and also will be used extensively in the Museum's permanent and temporary exhibitions. In addition to research by scholars and students, the public will make heavy use of the images of the Museum's collection for publication, decorating or other purposes. This use of the unique collection will generate revenue in addition to providing a dramatic reminder of the area's history.

4. Artifact Collections

The Museum will collect and preserve "three-dimensional" objects which will convey aspects of the area's history and the people who have lived in the area since prehistoric times. These artifacts may be either unique or typical and will have a great range in value, size, composition and function. All are collected with the overall educational mission of the institution in mind. In addition to the use by the Museum for its own exhibition purposes, artifacts will be available to the scholar for study and will also be available to other institutions for loan purposes - just as those other institutions' similar materials are likely to be available to this museum.

5. Education

The Museum will undertake a series of educational programs targeted at students of both public and private schools as well as the general population as a whole. This public outreach effort will add substantially to the degree to which the curriculum needs of the public and the educational system are now being served. In addition, the Museum's educational program will be sensitive to recreational and tourist marketing needs in the community. The programs will be aggressive in presenting history in a popular fashion, using as many different program techniques and vehicles as is feasible. It is intended that the educational program will be a revenue producer and have as a goal to "break even." However, due consideration will be given to economically deprived audiences through the use of fellowships or sponsorships.

PART II, QUESTION I--CONTINUED

6. Festival and Folklife Activities

The Museum will undertake festival and folklife activities as another vehicle by which to reach residents and visitors with popular history. These activities may include crafts, reenactments, history "bees," contests (quilting, fiddling or story telling, for example) and concerts to mention only a few. The program will also serve to focus attention on the various cultural and ethnic groups that live in the area. This will help to promote a sense of pride in their heritage and serve as a method of communicating that culture to other residents.

7. Publications

The Museum will undertake a publications program whose goal will be to present to the public materials relating to the area's history. These will occur in a variety of formats which may include, but not be limited to, scholarly journals, popular magazines, publication of out-of-print works dealing with local history, or publication of new local history items.

8. Historical Preservation Support

The Museum's primary role will not include any historic preservation projects such as restoration, rehabilitation or reconstruction of area buildings. However, it will offer its collection for research purposes and will support other area groups whose primary mission is historical preservation. The Museum views its role towards the preservation community as one of strong support.

9. Cooperation With Other Community Efforts

The Hillsborough County Historical Commission and the Tampa Historical Society have committed to working with the Museum in the promotion, funding, and development of a history museum in Hillsborough County. In addition, the Museum will cooperate with such institutions as the University of South Florida (which houses a Special Collections Department reflecting local history), the Tampa Hillsborough Public Library and the University of Tampa.

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.

SEE EXHIBIT C

b Annual Compensation

SEE EXHIBIT C

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?

If "Yes," name those persons and explain the basis of their selection or appointment.

Yes No

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See the specific instructions for line 4d.)

If "Yes," explain.

Yes No

5 Does the organization control or is it controlled by any other organization?

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?

If either of these questions is answered "Yes," explain.

Yes No

Yes No

THE BOARD OF DIRECTORS OF THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC. INCLUDES THREE MEMBERS OF THE BOARD OF THE TAMPA HISTORICAL SOCIETY, INC. AND TWO MEMBERS OF THE BOARD OF THE HILLSBOROUGH COUNTY HISTORICAL COMMISSION.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than 501(c)(3) organizations): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?

If "Yes," explain fully and identify the other organizations involved.

Yes No

7 Is the organization financially accountable to any other organization?

If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Yes No

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EXHIBIT C

APPLICATION FOR RECOGNITION OF EXEMPTION
UNDER §501(c)(3) OF THE INTERNAL REVENUE CODE
FORM 1023

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.
TAMPA, FLORIDA

PART II. QUESTIONS 4(a) AND (b)

<u>Name and Address</u>	<u>Title</u>	<u>Compensation</u>
James W. Apthorp 5209 Tampa Palms Boulevard Tampa, Florida 33647	Trustee	None
James L. Ferman, Jr. P. O. Box 1321 Tampa, Florida 33601	Trustee	None
Barbara J. Harvey 3610 East River Grove Drive Tampa, Florida 33610	Trustee	None
George B. Howell, III 4315 Sylvan Ramble Tampa, Florida 33609	Trustee	None
Charles L. Knight, II 803 East Washington Street Tampa, Florida 33602	Trustee	None
Herbert G. McKay P. O. Box 31500 Tampa, Florida 33631	Trustee	None
David R. Murphey, III P. O. Box 18065 Tampa, Florida 33679-8065	Vice-Pres./ Trustee	None
Solon F. O'Neal, Jr. Ernst & Young One Tampa City Center Suite 2000 Tampa, Florida 33602	Treasurer/ Trustee	None

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EXHIBIT C--Continued

APPLICATION FOR RECOGNITION OF EXEMPTION
UNDER §501(c)(3) OF THE INTERNAL REVENUE CODE
FORM 1023

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.
TAMPA, FLORIDA

PART II. QUESTIONS 4(a) AND (b)

<u>Name and Address</u>	<u>Title</u>	<u>Compensation</u>
Anthony P. Pizzo 451 Lucerne Avenue Tampa, Florida 33606	Trustee	None
R. James Robbins, Jr. Hill, Ward & Henderson, P.A. P.O. Box 2231 Tampa, Florida 33601	Trustee	None
E. J. Salcines First Florida Tower Suite 1100 E. Madison Street Tampa, Florida 33602	Trustee	None
Nancy Newbern Skemp 3113 Waverly Park Tampa, Florida 33629	Secretary/ Trustee	None
R. Randolph Stevens Tampa Electric Company P. O. Box 111 Tampa, Florida 33601-0111	Trustee	None
J. Thomas Touchton One Tampa City Center Suite 3250 Tampa, Florida 33602	President/ Trustee	None
Cynthia G. Wilcox 4403 West Dale Avenue Tampa, Florida 33609-3706	Trustee	None

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EXHIBIT C--Continued

APPLICATION FOR RECOGNITION OF EXEMPTION
UNDER §501(c)(3) OF THE INTERNAL REVENUE CODE
FORM 1023

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.
TAMPA, FLORIDA

PART II. QUESTIONS 4(a) AND (b)

<u>Name and Address</u>	<u>Title</u>	<u>Compensation</u>
Kay Culbreath Young 103 Adriatic Avenue Tampa, Florida 33606	Trustee	None

Part III Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."

N/A

9a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

10 Is the organization a membership organization? Yes No

If "Yes," complete the following:

a Describe the organization's membership requirements, and attach a schedule of membership fees and dues.
MEMBERS CURRENTLY CONSIST OF THE BOARD OF TRUSTEES. ONCE OPERATIONAL IT IS INTENDED THAT MEMBERS WILL INCLUDE INTERESTED MEMBERS OF THE GENERAL PUBLIC. REQUIREMENTS, FEES AND DUES HAVE NOT YET BEEN DETERMINED.

b Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.
TO DATE, THERE HAS BEEN NO SIGNIFICANT EFFORT TO ATTRACT MEMBERS. AS THE MUSEUM MOVES FROM ITS DEVELOPMENTAL STAGE TO START-UP AND OPERATIONAL STAGES, IT IS ANTICIPATED THAT PROMOTIONAL MATERIAL WILL BE DEVELOPED AT THAT TIME.

c What benefits do (or will) your members receive in exchange for their payment of dues?
IT IS ANTICIPATED THAT THE MEMBERS WILL RECEIVE ADMISSION AND OTHER PRIVILEGES AT THE MUSEUM.

11a If the organization provides benefits, services or products, are the recipients required, or will they be required, to pay for them? N/A Yes No

If "Yes," explain how the charges are determined, and attach a copy of your current fee schedule.
FEE SCHEDULES HAVE NOT BEEN DEVELOPED. IT IS ANTICIPATED THAT FEES WILL BE DETERMINED BY THE NEEDS OF THE MUSEUM AND THE VARIOUS INDIVIDUALS AND ORGANIZATIONS' (i.e. SCHOOLS) ABILITY TO PAY.

b Does or will the organization limit its benefits, services or products to specific individuals or classes of individuals? N/A Yes No

If "Yes," explain how the recipients or beneficiaries are or will be selected.

12 Does or will the organization attempt to influence legislation? Yes No

If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds which it devotes or plans to devote to this activity.

13 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No

If "Yes," explain fully.

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Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed? Yes No
If you answer "Yes," do not answer questions 2 through 6.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

(a) Is a church, interchurch organization, local unit of a church, a convention or association of churches, or an integrated auxiliary of a church;

(b) Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or,

(c) Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If you do not meet any of the exceptions in question 2, do you wish to request relief from the 15-month filing requirement? Yes No N/A

4 If you answer "Yes" to question 3, please give your reasons for not filing this application within 15 months from the end of the month in which your organization was created or formed. (See the instructions before completing this item.)

N/A

5 If you answer "No" to both questions 1 and 3 and do not meet any of the exceptions in question 2, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed? Yes No N/A

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date you were formed and ending with the date your Form 1023 application was received (the effective date of your section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application. N/A

Part III Technical Requirements (Continued)

- 7 Is the organization a private foundation?
 Yes (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

- 8 If you answer "Yes" to question 7, do you claim to be a private operating foundation?
 Yes (Complete Schedule E)
 No

After answering this question, go to Part IV.

- 9 If you answer "No" to question 7, indicate the public charity classification you are requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | |
|--|--|
| (a) <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A). | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| (b) <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B). | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| (c) <input type="checkbox"/> As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (MUST COMPLETE SCHEDULE C). | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| (d) <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| (e) <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in (a) through (d), (g), (h), or (i) (MUST COMPLETE SCHEDULE L). | Section 509(a)(3) |
| (f) <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| (g) <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 505(a)(1) and 170(b)(1)(A)(iv) |
| (h) <input checked="" type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| (i) <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| (j) <input type="checkbox"/> We are a publicly supported organization but are not sure whether we meet the public support test of block (h) or block (i). We would like the Internal Revenue Service to decide the proper classification. | Sections 509(a)(2) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes (a) through (f) in question 9, go to question 14.
If you checked box (g) in question 9, go to questions 11 and 12.
If you checked box (h), (i), or (j), go to question 20.

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Part III Technical Requirements (Continued)

- 10 If you checked box (h), (i), or (j) in question 9, have you completed a tax year of at least 8 months?
 Yes—Indicate whether you are requesting:
 A definitive ruling (Answer questions 11 through 14.)
 An advance ruling (Answer questions 11 and 14 and attach 2 Forms 872-C completed and signed.)
 No—You must request an advance ruling by completing and signing 2 Forms 872-C and attaching them to your application.
- 11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

N/A

- 12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and: N/A
- a Enter 29 of line 8, column (e) of Part IV-A _____
- b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount you entered on line 12a above.
- 13 If you are requesting a definitive ruling under section 509(a)(2), check here and: N/A
- a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person."
- b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization an operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

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Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A.—Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years *			(e) TOTAL
	(a) From 1/91 to 12/91	(b) 19 1/92 12/92	(c) 19 1/93 12/93	(d) 19	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants—see instructions)		100,000	100,000		200,000
2 Membership fees received		82,500	100,000		182,500
3 Gross investment income (see Instructions for definition)		2,000	2,000		4,000
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)		100	500		600
8 Total (add lines 1 through 7)	0	184,600	202,500		387,100
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513		7,000	10,000		17,000
10 Total (add lines 8 and 9)	0	191,600	212,500		404,100
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)	0	191,600	212,500		404,100
Expenses					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
16 Disbursements to or for benefit of members (attach schedule)					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages		91,200	95,760		
19 Interest					
20 Occupancy (rent, utilities, etc.)		46,800	46,800		
21 Depreciation and depletion					
22 Other (attach schedule)		52,200	52,200		
23 Total expenses (add lines 14 through 22)	0	190,200	194,760		
24 Excess of revenue over expenses (line 13 minus line 23)	0	1,400	17,740		

1023.16

* NO FINANCIAL ACTIVITY PRIOR TO 1991. THEREFORE PROPOSED BUDGETS SHOWN INSTEAD OF PRIOR TAX YEARS.

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APPLICATION FOR RECOGNITION OF EXEMPTION
 UNDER §501(c)(3) OF THE INTERNAL REVENUE CODE
 FORM 1023

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.
 TAMPA, FLORIDA

PART IV, LINE 7--OTHER INCOME

	<u>1991</u>	<u>1992</u>	<u>1993</u>
Miscellaneous	<u>\$ 0</u>	<u>\$100</u>	<u>\$500</u>

PART IV, LINE 22--OTHER EXPENSES

	<u>1991</u>	<u>1992</u>	<u>1993</u>
Security		\$ 3,600	\$ 3,600
Repairs/maintenance building		3,000	3,000
Repairs/maintenance equipment		500	500
Office supplies		1,500	1,500
Postage/freight		3,500	3,500
Dues and publications		600	600
Office equipment		1,400	1,400
Insurance		2,000	2,000
Professional conferences		1,500	1,500
Consultants		1,000	1,000
Bank charges		100	100
Contingency fund		13,000	13,000
Publications, including Sunland Tribune		10,000	10,000
Events and lectures		500	500
Receptions		1,000	1,000
Membership development		1,500	1,500
Storage		600	600
Cataloging/registration		500	500
Photography		250	250
Acquisitions		3,000	3,000
Conferences		500	500
Restoration of objects		1,000	1,000
Lighting		300	300
Maintenance supplies		750	750
Reference materials		<u>600</u>	<u>600</u>
	<u>\$ 0</u>	<u>\$52,200</u>	<u>\$52,200</u>

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Part IV Financial Data (Continued)

B.—Balance Sheet (at the end of the period shown)		Current tax year Date 12/91
Assets		
1	Cash	1
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach schedule)	4
5	Corporate stocks (attach schedule)	5
6	Mortgage loans (attach schedule)	6
7	Other investments (attach schedule)	7
8	Depreciable and depletable assets (attach schedule)	8
9	Land	9
10	Other assets (attach schedule)	10
11	Total assets (add lines 1 through 10)	11 0
Liabilities		
12	Accounts payable	12
13	Contributions, gifts, grants, etc., payable	13
14	Mortgages and notes payable (attach schedule)	14
15	Other liabilities (attach schedule)	15
16	Total liabilities (add lines 12 through 15)	16 0
Fund Balances or Net Assets		
17	Total fund balances or net assets	17
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18 0
If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation <input type="checkbox"/>		

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EXHIBIT A

APPLICATION FOR RECOGNITION OF EXEMPTION
UNDER §501(c)(3) OF THE INTERNAL REVENUE CODE
FORM 1023

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.
TAMPA, FLORIDA

Part I, Line 10(a) - Articles of Incorporation

A conformed copy of the applicant's original Articles of Incorporation and all amendments thereto and of its corporate Bylaws are included in this attachment.

The undersigned hereby certifies that the attached documents are true and complete copies of the original signed Articles of Incorporation and amendments thereto and of its corporate Bylaws. The original copy of the Articles of Incorporation was filed on September 21, 1989, with, and approved by, the State of Florida.

Signed:

J. Thomas Touchton, President
Name and title

January 30, 1992
Date

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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on January 14, 1992, to Articles of Incorporation for THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H9200000209. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N34333.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of January, 1992.

Authentication 92A000004141-1/14/92-N34333-01/02



Jim Smith

Jim Smith
Secretary of State

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H92-209

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.

WHEREAS, the Articles of Incorporation of The History Museum of Tampa/Hillsborough County, Inc. were filed and approved by the Secretary of State of the State of Florida on the 21st day of September, 1989;

WHEREAS, it is the intention of the trustees and the members of The History Museum of Tampa/Hillsborough County, Inc. that the Articles of Incorporation of The History Museum of Tampa/Hillsborough County, Inc. be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of The History Museum of Tampa/Hillsborough County, Inc. hereinafter set forth was approved by the trustees and the members of The History Museum of Tampa/Hillsborough County, Inc. pursuant to the provisions of Florida Statutes, Section 617.1002, at a meeting of said trustees and said members on January 6, 1992, which meeting was duly called and at which meeting a quorum of the trustees and the members qualified to vote on such matters was present.

WHEREAS, the approval of the Secretary of State of Florida of the proposed amendment hereinafter set forth is hereby requested;

NOW, THEREFORE, the Articles of Incorporation of The History Museum of Tampa/Hillsborough County, Inc. are hereby amended by deleting in its entirety the present Article III and substituting therefor the following:

"ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section

R. James Robbins, Jr., Esquire
Hill, Ward & Henderson, P.A.
P. O. Box 2231
Tampa Florida 33601

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H92-209

501(c)(3) of the Internal Revenue Code of 1986, heretofore or hereafter."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of The History Museum of Tampa/Hillsborough County, Inc. by its President and Secretary this 6th day of January, 1992.

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.

By: J. Thomas Touchton
J. Thomas Touchton,
President

By: Nancy N. Skemp
Nancy N. Skemp
Secretary

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 6th day of January, 1992, by J. Thomas Touchton, as President of The History Museum of Tampa/Hillsborough County, Inc.

R. James Robbins, Jr.
Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 6th day of January, 1992, by Nancy N. Skemp, as Secretary, of The History Museum of Tampa/Hillsborough County, Inc.

R. James Robbins, Jr.
Notary Public

My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires Mar. 13, 1993

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NB-1333

FILED
SEP 21 1961
CLERK
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be: The History Museum of Tampa/Hillsborough County, Inc.

The address of this corporation shall be Suite 3250, One Tampa City Center, Tampa, Florida 33602, or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE II

Purposes

(a) The general nature, purposes and objectives for which this corporation is exclusively organized and operated are as follows:

(i) To build, maintain and operate museum facilities adequate to preserve, protect and display materials and artifacts relating to the history of the greater Tampa and Hillsborough County area;

(ii) To collect, catalogue, preserve and maintain in readily accessible condition any and every available form of said materials and artifacts;

(iii) To promote the preservation, illustration and display of materials, artifacts and information relating to

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the history of the greater Tampa and Hillsborough County area;

(iv) To encourage the investigation, study and research of such history by maintaining facilities which will enable students and other researchers to make use of the Museum's materials and artifacts;

(v) To foster dissemination and understanding of our area's history through educational and public outreach programs; and

(vi) To cooperate with other historical, cultural and educational institutions in furthering among present and future generations of citizens and friends a pride and interest in our community's and county's history and traditions.

(b) This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(c) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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(d) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(e) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any prior or future Internal Revenue Code, or to the Federal, state, or local government for an exclusive public purpose.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax law.

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(c) This corporation shall 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 of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who join as incorporators to these Articles of Incorporation and such other persons, over eighteen (18) years of age, or entities as may from time to time be elected and admitted to membership by majority vote of the Board of Trustees of the corporation in accordance with the provisions of the By-Laws of the corporation.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Incorporators

The name and address of the incorporators executing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
James W. Apthorp	1907 Oakmont Street Tampa, Florida 33629
James W. Covington	2901 Beach Drive Tampa, Florida 33629
Hampton Dunn	10610 Carrollwood Drive Tampa, Florida 33618
James L. Ferman, Jr.	1814 Richardson Place Tampa, Florida 33606
Terry L. Greenhalgh	6104 Webb Road Tampa, Florida 33685
Barbara J. Harvey	3610 East River Grove Drive Tampa, Florida 33610
Leland M. Hawes, Jr.	5009 Luckens Avenue Tampa, Florida 33629
Charles L. Knight, II	803 East Washington Street Tampa, Florida 33602
Herbert G. McKay	3410 Almeria Avenue Tampa, Florida 33629
Gary Mormino	327 Sunnyside Road Temple Terrace, Florida 33617
Susan Lykes Mueller	5420 Lykes Lane Tampa, Florida 33611
David R. Murphey, III	5020 Bayshore Blvd. Apartment 401 Tampa, Florida 33611
Solon F. O'Neal, Jr.	4414 Watrous Avenue Tampa, Florida 33629
Wit Ostrenko	15323 Winding Circle Drive Tampa, Florida 33613
Anthony P. Pizzo	451 Lucerne Avenue Tampa, Florida 33606
R. James Robbins, Jr.	2930 Alline Street Tampa, Florida 33611

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Nancy Newbern Skemp	3113 Waverly Park Tampa, Florida 33629
J. Thomas Touchton	2801 Hawthorne Road Tampa, Florida 33611
Lavinia Witt Touchton	2801 Hawthorne Road Tampa, Florida 33611
Cynthia G. Wilcox	Suite 520 500 North Westshore Blvd. Tampa, Florida 33624

ARTICLE VII

Officers and Trustees

The affairs of this corporation shall be managed by a Board of Trustees who shall be elected as provided in the By-Laws and by officers who shall be elected annually by majority vote of the Board of Trustees and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the By-Laws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the By-Laws.

The number of Trustees and the manner of filling vacancies in the Board of Trustees shall be provided in the By-Laws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof as established by the By-Laws of the corporation. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the trustees may be held within or without the State of Florida.

Trustees and officers of this corporation may be removed, with or without cause, by the Board of Trustees at a meeting duly called in the manner set out in the By-Laws.

ARTICLE VIII

Trustees

The name and address of the members of the initial Board of Trustees who, subject to these Articles, the By-Laws of this corporation and the laws of the State of Florida, shall hold office until their successors have been duly elected and qualified as provided in the By-Laws, are as follows:

<u>Name</u>	<u>Address</u>
James W. Apherp	5209 Tampa Palms Boulevard Tampa, Florida 33647
James L. Ferman, Jr.	P.O. Box 1321 Tampa, Florida 33601
Terry L. Greenhalgh	P.O. Box 261616 Tampa, Florida 33685
Barbara J. Harvey	3610 East River Grove Drive Tampa, Florida 33610
Charles L. Knight, II	803 East Washington Street Tampa, Florida 33602
Horbert G. McKay	Suite 2858 One Tampa City Center Tampa, Florida 33602
David R. Murphey, III	P.O. Box 18065 Tampa, Florida 33679-8065
Solon F. O'Neal, Jr.	Ernst & Young Suite 2000 One Tampa City Center Tampa, Florida 33602
Anthony P. Pizzo	451 Lucerne Avenue Tampa, Florida 33606
R. James Robbins, Jr.	Hill, Ward & Henderson, P.A. P.O. Box 2231 Tampa, Florida 33601
Nancy Newbern Skemp	3113 Waverly Park Tampa, Florida 33629
J. Thomas Touchton	Suite 3250 One Tampa City Center Tampa, Florida 33602
Cynthia G. Wilcox	Wilcox Advertising, Inc. Suite 520 500 N. Westshore Blvd. Tampa, Florida 33624

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ARTICLE IX

Officers

The name and address of the officers of this corporation who, subject to these Articles, the By-Laws of this corporation and the laws of the State of Florida, shall hold office until their successors have been duly elected and qualified as provided in the By-Laws, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
J. Thomas Touchton	President	Suite 3250 One Tampa City Center Tampa, Florida 33602
David R. Murphey, III	Vice President	P.O. Box 18065 Tampa, Florida 33679-8065
Nancy Newbern Skemp	Secretary	3113 Waverly Park Tampa, Florida 33629
Solon F. O'Neal, Jr.	Treasurer	Ernst & Young Suite 2000 One Tampa City Center Tampa, Florida 33602

ARTICLE IX

Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is R. JAMES ROBBINS, JR., and the street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602. The corporation shall keep the Department of State of the State of Florida informed of the current street address of said registered office together with the name of the registered agent.

ARTICLE X

By-Laws

The By-Laws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Trustees of this corporation present at any meeting of the Board of Trustees duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Trustees and that notice of the proposed action with respect to

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the By-Laws shall have been waived by a majority of the members of the Board of Trustees or shall have been mailed by the secretary of this corporation to all of the members of the Board of Trustees at least three (3) days before the meeting.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by a majority vote of the Board of Trustees of the corporation at any regular or special meeting of the Board of Trustees duly called at which a quorum is present. Such resolution for amendment shall also be adopted by the majority vote of the members of the corporation present at any meeting duly called and at which a quorum is present; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or, alternatively, ten (10) days advance notice of the amendment or amendments to be considered at such membership meeting shall have been given in writing personally or by mail to each member prior to such meeting. All actions of the Board of Trustees or the members, including but not limited to amendments to these Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended or as same may be amended in the future.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed, this ~~10th~~ day of September, 1989.

James W. Apthor
James W. Apthor
James W. Covington
James W. Covington
Hampton Dunn
Hampton Dunn

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James L. Ferman, Jr.
James L. Ferman, Jr.

Terry L. Greenhalgh
Terry L. Greenhalgh

Barbara J. Harvey
Barbara J. Harvey

Leland M. Hawes, Jr.
Leland M. Hawes, Jr.

Charles L. Knight, II
Charles L. Knight, II

Herbert G. McKay
Herbert G. McKay

Gary M. Morino
Gary Morino

Susan Lykes Mueller
Susan Lykes Mueller

David R. Murphey, III
David R. Murphey, III

Solon F. O'Neal, Jr.
Solon F. O'Neal, Jr.

Wit Ostrenko
Wit Ostrenko

Anthony P. Fizzo
Anthony P. Fizzo

R. James Robbins, Jr.
R. James Robbins, Jr.

Nancy Newbern Skemp
Nancy Newbern Skemp

J. Thomas Touchton
J. Thomas Touchton

Lavinia Witt Touchton
Lavinia Witt Touchton

Cynthia G. Wilcox
Cynthia G. Wilcox

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 19 89, personally appeared James W. Apthorp, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public

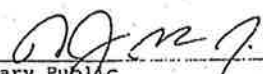
My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires 11-13-1993

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 19 89, personally appeared James W. Covington, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public

My Commission Expires:

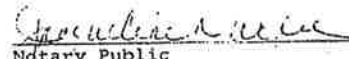
NOTARY PUBLIC, State of Florida
My Commission Expires 11-13-1993

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 14 day of September, 19 89, personally appeared Hampton Dunn, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public


My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES MAR. 7, 1990
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 19 89, personally appeared James L. Ferman, Jr., to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires Mar. 13, 1994

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 11th day of July, 1987, personally appeared Terry L. Greenhalgh, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Jacqueline Durkin
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES MAR-7, 1990
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of February, 1989, personally appeared Barbara J. Harvey, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

[Signature]
Notary Public

My Commission Expires:


NOTARY PUBLIC, State of Florida
My Commission Expires Mar. 13, 1993

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 1989, personally appeared Island M. Hawes, Jr., to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires June 17, 1991

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 14th day of September, 1989, personally appeared Charles L. Knight, II, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My Commission Expires:


June 26, 1990

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 19 89, personally appeared Herbert G. McKay, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public

My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires Mar. 13, 1993

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 19 89, personally appeared Gary Mormino, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public

My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires Mar. 13, 1993

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of Aug 1, 1987, personally appeared Susan Lykes Mueller, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

[Signature]
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires 12-12-1987

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 27th day of August, 1987, personally appeared David R. Murphey, III, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

[Signature]
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires 12-12-1987

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 29th day of August, 1989, personally appeared Solon F. O'Neal, Jr., to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Marjorie D. W. Lee
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES
BONDED THIS NOTARY PUBLIC UNDERWRITERS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 5th day of August, 1989, personally appeared Wit Ostrenko, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Marjorie D. W. Lee
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES
BONDED THIS NOTARY PUBLIC UNDERWRITERS

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 17th day of September, 1989, personally appeared Anthony P. Pizzo, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Margeline Surpe
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES MAR. 7, 1990
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 1989, personally appeared R. James Robbins, Jr., to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Delores L. Baker
Notary Public

My Commission Expires:


NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES JUNE 20, 1993
BONDED THRU GENERAL INS. UNO.

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 1987, personally appeared Nancy Newbern Skemp, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

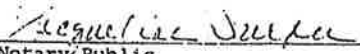
My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 1989, personally appeared J. Thomas Touchton, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES MAR. 3, 1990
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 1989, personally appeared Lavinia Witt Touchton, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public

My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires May 13, 1993

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 31st day of August, 1989, personally appeared Cynthia G. Wilcox, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public

My Commission Expires:

NOTARY PUBLIC, State of Florida
My Commission Expires May 13, 1993

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FILED
200 SEP 21 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, County of Hillsborough, State of Florida, has named R. JAMES ROBBINS, JR., located at 101 East Kennedy Boulevard, Suite 3700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.

Signature *R. James Robbins*
Title President
Date September 1, 1989

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature *R. James Robbins, Jr.*
R. James Robbins, Jr.
(Registered Agent)
Date Sept. 1, 1989

BY-LAWS
OF
THE HISTORY MUSEUM OF TAMPA/HILLSBOROUGH COUNTY, INC.

ARTICLE I

Name

The name of this corporation shall be "The History Museum of Tampa/Hillsborough County, Inc."

ARTICLE II

Purposes and Objectives

Section 1. The purposes and objectives of The History Museum of Tampa/Hillsborough County, Inc. are:

(a) To build, maintain and operate museum facilities adequate to preserve, protect and display materials and artifacts relating to the history of the greater Tampa and Hillsborough County area;

(b) To collect, catalogue, preserve and maintain in readily accessible condition any and every available form of said materials and artifacts;

(c) To promote the preservation, illustration and display of materials, artifacts and information relating to the history of the greater Tampa and Hillsborough County area;

(d) To encourage the investigation, study and research of such history by maintaining facilities which will enable students and other researchers to make use of the Museum's materials and artifacts;

(e) To foster dissemination and understanding of our area's history through educational and public outreach programs; and

(f) To cooperate with other historical, cultural and educational institutions in furthering among present and future generations of citizens and friends a pride and interest in our community's and county's history and traditions.

ARTICLE III

Membership

Section 1. Members. The members of this corporation shall consist of those persons who joined as incorporators in obtaining the charter of the corporation and such other persons as may from time to time be admitted to membership by the Board of Trustees pursuant to the provisions of this Article.

Section 2. Eligibility. Membership in this corporation shall be available to any person, family, corporation, firm or institution who is interested in supporting the objectives of the corporation. A prospective member shall be considered for approval by the Board of Trustees upon completion of a membership application in the manner and form prescribed by the Board of Trustees and upon payment of such dues or contributions for various categories of membership as may be determined from time to time by the Trustees. An accepted member's dues shall be renewable thereafter as determined from time to time by the Trustees. The Board of Trustees shall have the right to refuse any application, or expel any member, for any reason which to them shall seem sufficient, provided that such refusal or expulsion be voted by a majority of the Trustees present at any meeting of the Board of Trustees at which there shall be a quorum present. Notwithstanding the foregoing, membership shall not be refused for any person because of a reason relating to race, color, creed or national origin. The membership of any person or entity shall be in good standing for so long as such member's dues are currently paid and are not delinquent.

Section 3. Annual Meeting. The annual meeting of the members of the corporation shall be held during the month of March of each year at a time and location in Hillsborough County to be determined by the Board of Trustees. The purpose of the annual meeting shall be to receive the annual report for the corporation which shall be given at the annual meeting by the president of the corporation and to transact other business as may properly be brought before the meeting as determined by the presiding officer.

Section 4. Special Meetings. Special meetings of the members may be called by the President of the corporation or by a majority of the Board of Trustees whenever they think proper, and shall be called by the President or by the Board of Trustees upon the written request of a majority of all members when such request states the purpose for which the meeting is to be called.

Section 5. Notice of Meetings. Notice of any regular or special meeting shall be given by the President or Secretary of the corporation to the members at least ten (10) days prior thereto (but not more than sixty (60) days) by written notice delivered personally or mailed to each member at the last known address of record as it appears at the office of this corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Such notice shall set forth the time, place and purpose of the meeting. Such notice may be waived in writing at any time before, at or after the meeting by a majority vote of those members present at such meeting.

Section 6. Quorum and Voting. At any properly called meeting of the members, the lesser of (i) twenty-five (25) members or (ii) twenty-five percent (25%) of the total members of the corporation present and voting shall constitute a quorum for the transaction of business. Each member shall have one (1) vote. Proxies are permitted when in writing and when dated no longer than sixty (60) days prior to the meeting at which they are voted.

Section 7. Honorary Members. The Board of Trustees may, by majority vote of those Trustees present at any properly called regular or special meeting at which a quorum is present, selectively grant Honorary Membership to individuals who by reason of civic leadership or distinguished service to the organization or the community warrant such special recognition in the judgment of the Board of Trustees. Such Honorary Members shall have all privileges of active members except the right to hold office and vote, and they shall be exempt from the payment of dues. The Board of Trustees may rescind or terminate the previous granting of Honorary Membership status.

ARTICLE IV

Board of Trustees

Section 1. General Powers. The property, business and affairs of the corporation shall be managed and directed by its Board of Trustees who have the responsibility of formulating policies for the sound legal and financial operation of the corporation. The Board of Trustees shall have the right to authorize the acquisition, sale, mortgage pledging, leasing, exchanging and transferring of all real and personal property, and it shall exercise the powers of review and approval of all of the corporation's activities.

Section 2. Number, Election, Tenure and Qualifications.

The number of Trustees of the corporation shall be not less than three (3) and not greater than twenty-one (21), the exact number to be fixed by the Board of Trustees at any regular or special board meeting. Each Trustee shall be a member in good standing of the corporation, shall be elected at the annual or any regular or special meeting of the Board of Trustees by a majority vote of those Trustees present, and shall hold office until the expiration of the elected term and until a successor has been qualified. A Trustee may be removed from office at any annual or special meeting of the Board of Trustees upon a majority vote of those Trustees present. Each of the Trustees shall be at least twenty-one (21) years of age and shall be a resident of Hillsborough County in the State of Florida.

Section 3. Term. The term of office for an elected Trustee shall be one year unless a Trustee is being elected to fill an interim vacancy created by the resignation, death or removal from office of a former Trustee. The term of such newly elected members of the Board of Trustees shall commence immediately following the adjournment of the annual meeting at which such Trustee is elected.

Section 4. Limitation on Terms. A Trustee may be re-elected to additional terms, but no member of the Board of Trustees who has served six (6) consecutive years on the Board will be eligible for re-election to the Board until at least one full year has passed since the date of the expiration of the most recent term. Years of service on the Board resulting from appointment as authorized by Section 6 of this article shall not be counted toward the limitation of terms as described herein.

Section 5. Automatic Trustees. The President of the Tampa Historical Society, the Chairman of the Hillsborough County Historical Commission and the two immediate Past Presidents of this corporation shall individually be invited to serve as members of the Board of Trustees of this corporation and, if any or all invitations are accepted, shall serve as full members of the Board on an equal basis with the elected trustees. They shall not be counted toward the number of trustees authorized in Section 2 of this article.

Section 6. Vacancies. Any vacancy occurring on the Board of Trustees between annual membership meetings, including any vacancy created by reason of an increase in the number of authorized Trustees, may be filled by appointment following an affirmative vote of the majority of the Trustees then in office. A Trustee so appointed shall hold office until the next annual election and until his successor is duly elected and qualified.

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Section 7. Annual Meeting. After each annual meeting of members, the Board of Trustees shall hold its annual meeting at the same place as and immediately following such annual meeting of the members for the purpose of the election of new members of the Board of Trustees, the election of officers and the transaction of such other business as may come before the meeting. If a majority of the Trustees are present at such place and time, no prior notice of such meeting shall be required to be given to the Trustees. The place and time of such meeting may also be fixed by written consent of the Trustees.

Section 8. Meetings. Regular meetings of the Board of Trustees may be held at such time and at such place as shall be determined from time to time by the Board of Trustees. Special meetings of the Board of Trustees may be called by the President of the corporation or by any five (5) Trustees. Any Trustee having three (3) consecutive unexcused absences may be removed from the Board at the discretion of the Executive Committee.

Section 9. Notice of Meetings. Notice of any regular special meeting of the Board of Trustees shall be given at least five (5) days prior thereto, and notice of any special meeting of the Board of Trustees shall be given at least three (3) days prior thereto. Such notices shall be given by written notice delivered personally or mailed to each Trustee at his business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with first class postage thereon prepaid. Any Trustee may waive notice of such meeting either before, at or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to a transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the Trustees in office shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

Section 11. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 12. Compensation. Members of the Board of Trustees shall serve without compensation. However, by resolution of the Board of Trustees upon recommendation by the Treasurer, Trustees may be reimbursed reasonable expenses, if any, resulting from the performance of their duties.

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Section 13. Presumption of Assent. A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto and requests such abstention be recorded in the minutes of the meeting.

Section 14. Informal Action by Board. Any action required or permitted to be taken by any provision of law, of the Articles of Incorporation or these By-Laws at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board of Trustees or of such committee, as the case may be, setting forth the actions so to be taken and filed in the minutes of the proceedings of the Board of Trustees or the committee.

Section 15. Telephonic Meetings. Members of the Board of Trustees or any committee shall be deemed present at a meeting of such Board of Trustees or committee if a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE V

Advisory Council

In recognition of the interest in and support of the objectives of this corporation by certain individuals, community organizations and governmental bodies, there shall exist an Advisory Council consisting of individuals who shall be invited to be its members from time to time by the Board of Trustees of the corporation. Said individuals shall not be required to pay membership dues and shall serve on the Advisory Council at the pleasure of the Board of Trustees. There shall be no limit to the number of individuals so invited to serve since the purpose of the Advisory Council is to provide recognition to, and encourage further support from, those individuals, community organizations and governmental bodies as well as having them act as advisors to the President and the Board of Trustees on such matters as may be presented to them from time to time. They shall be encouraged to recommend policies and procedures for the betterment of the corporation and the fulfillment of its objectives.

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Members of the Advisory Council will be encouraged to participate in an advisory capacity to the Board of Trustees and to contribute to the work of Trustees' committees.

ARTICLE VI

Officers

Section 1. Number. The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Trustees and shall continue to serve as members of the Board of Trustees and without compensation. The Board of Trustees may also elect or appoint a Chairman of the Board, an Executive Director, additional Vice Presidents, and such other officers as the Board of Trustees deems appropriate.

Section 2. Powers and Duties. The officers of the corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically referred by law, by the Articles of Incorporation, by these By-Laws, or as may be assigned to them from time to time by the Board of Trustees. In general:

(a) The President shall be the chief executive officer of the corporation and shall preside at all Board of Trustees and membership meetings. He shall be an ex-officio member of all committees, shall appoint members of all committees, shall appoint chairmen of all committees, and shall generally perform such other duties as may be required.

(b) The Vice President shall assist the President, shall preside at Board of Trustees and membership meetings in the absence of the President, and shall perform other duties as may be required. In the absence of the President, the Vice President is authorized to transact the necessary business of the corporation.

(c) The Secretary of the corporation shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the corporation's formal actions and transactions. The Secretary shall have the following specific powers and duties:

(i) To attend all meetings of the Board of Trustees and all meetings of the Members, and to record all proceedings of such meetings in a book to be kept for that purpose and shall perform like duties for any committees when required;

(ii) To give or cause to be given notice of all meetings of Members and special meetings of the Board of Trustees;

(iii) To keep the corporate seal of the corporation and affix it to all papers and documents requiring said seal, and to attest by his signature all corporate documents requiring same; provided, however, the Board of Trustees may give general authority to any other officer to affix the seal of the corporation and to attest the affixing thereof by his signature;

(iv) To keep at the principal office, open for inspection by Members at all reasonable times, the original or a certified copy of the By-Laws of the corporation, as amended or otherwise altered to date;

(v) To attend to such correspondence and to make reports as may be assigned to him;

(vi) To have such other powers, duties and authorities as may be set forth elsewhere in these By-Laws and as may be prescribed by the President or the Board of Trustees from time to time.

(d) The Treasurer of the corporation shall be its chief financial officer and the custodian of its funds, securities and properties. The Treasurer shall also be Chairman of the Finance Committee. The Treasurer shall have the following specific powers and duties, some or all of which he may delegate to the corporation's Executive Director or other staff member or members:

(i) To keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and to deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Trustees;

(ii) To disburse the funds of the corporation in payment of proper expenses and, as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements;

(iii) To render to the President and the Board of Trustees, at its regular meetings, or when they so require, an account of his transactions as Treasurer, and to render financial statements in a form satisfactory to them of the condition of the corporation;

(iv) To maintain accurate lists and descriptions of all capital assets of the corporation, including land, buildings and plants;

(v) To oversee the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the corporation and to see that all such instruments are properly executed; and

(vi) To have such other powers, duties and authority as may be set forth elsewhere in these By-Laws and as may be prescribed by the President or the Board of Trustees from time to time.

If required by the Board of Trustees, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

(e) Executive Director. The Board of Trustees may appoint an Executive Director of the corporation who shall be the chief operating officer of the corporation and who shall maintain the business office of the corporation. The Executive Director shall keep such office open to the membership and to the general public during reasonable hours and transact the routine business of the corporation in keeping with these By-Laws, the policies and directives of the Board of Trustees, and the wishes of the President. The Executive Director shall be an ex-officio member of all standing committees with the exception of the Executive Committee. The Executive Director shall maintain current categories, collect and account for all dues, contributions and other monies accruing to the corporation, make routine disbursements, keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and to deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Trustees. The Executive Director shall exercise authority over all persons, administrative, professional, security, maintenance and custodial, employed by the corporation, establish routine operating procedures, and determine the hours for opening and closing the corporation's facilities. The Executive Director shall exercise authority over the use, storage, and/or display of all acquisitions of the corporation. The Executive Director shall be the official medium of communication between the officers, Trustees and committees of the corporation and its paid administrative, professional,

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security, maintenance and custodial personnel. The Executive Director shall appoint, discharge and fix compensation of all employees and agents of the corporation. The appointment, discharge and fixing of compensation for all senior administrative personnel and heads of departments will be done with the approval of the Executive Committee. In the event of the sustained absence or illness of the Executive Director, the Board of Trustees may appoint an Acting Executive Director to serve in his stead with all of the powers, privileges and duties of the Executive Director until his return or replacement.

Section 3. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees at its first meeting after the annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for one year or until the election following the next annual meeting and until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 4. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgement the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6. Delegation of Duties. In the absence or disability of any officer of the corporation, or for any other reason deemed sufficient by the Board of Trustees, the Board may delegate his powers or duties to any other officer or to any other Trustee.

ARTICLE VII

Committees

Section 1. Standing Committees. There shall be appointed annually by the President the following Standing Committees whose members shall be named from the Board of Trustees or (except for the Executive Committee) the general membership of the corporation. Committee members shall hold office for one year

and/or until their successors have been appointed or elected. The membership composition and the actions of all committees shall be subject to the approval of the Board of Trustees. The President shall be an ex-officio member of all committees (other than the Executive Committee of which he is the chairman).

(a) Executive Committee. The Executive Committee shall consist of the President (who shall serve as its chairman), the Immediate Past President, the Vice President, the Secretary, the Treasurer and not more than two other members of the Board of Trustees to be selected by the President. The Executive committee shall have all the powers of the Board of Trustees when immediate action is required between meetings of the Board. The actions of the Executive Committee shall be submitted to the Board of Trustees for ratification at the Board's next meeting.

(b) Finance Committee. The Finance Committee shall consist of the Treasurer (who shall serve as its chairman), the Vice President, and not more than three other members appointed by the President. Its function shall be to advise the Board on all matters relating to the financing of the corporation's administration and its museum and community programs. It shall prepare budgets, make recommendations as to the advisability of proposed major expenditures and, in general, administer the proceeds from the corporation's various sources of income.

(c) Nominating Committee. The Nominating Committee shall consist of three (3) Trustees and two (2) members-at-large. Its principal function shall be to recommend and propose candidates for election to the Board of Trustees and for election as officers of the corporation.

Section 2. Other Committees. The President shall also appoint other committees from time to time as may be appropriate. Such committees may include a Membership Committee, a Publications Committee, a Building Committee, an Archives and Library Committee, and such other committees as the President may select and as may be approved by the Board. Such other committees shall have such functions and may exercise the powers of the Board of Trustees as can be lawfully delegated and to the extent provided in the resolution creating each committee. The President shall determine the number of members of such committees and shall appoint the Chairman and the members of each committee.

Section 3. Meetings of Committees. Regular meetings of the Executive Committee and any other committee may be held without notice at such time and place as shall from time to time be determined by the respective committee. Special meetings of any committee may be called by any two (2) members thereof upon four (4) days' notice to each of the other members of such committee,

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or on such shorter notice as may be agreed to in writing by each of the other members of such committee.

Section 4. Vacancies on Committees. Vacancies on the Executive Committee or such other committees shall be filled by the President, subject to approval of the Board of Trustees at any regular or special meeting.

Section 5. Quorum of Committees. At all meetings of the Executive Committee or any other committee, a majority of the committee's members shall constitute a quorum for the transaction of business.

Section 6. Manner of Acting of Committees. The acts of a majority of the members of the Executive Committee or any other committee, present at any meeting at which there is a quorum, shall be the act of such committee.

ARTICLE VIII

Indemnification of Directors and Officers

The corporation shall, and does hereby indemnify any person made a party to an action, suit or proceeding, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee or officer of the corporation, or for any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Trustee or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Trustee or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful. The foregoing rights of indemnification shall apply to the heirs and personal representatives of any such Trustee or officer and shall not be exclusive of other rights to which any provision of the Articles of Incorporation, By-Laws, vote of members or otherwise applies.

ARTICLE IX
General Provisions

Section 1. Fiscal Year. The fiscal year of the corporation shall end on the last day of December in each year unless otherwise fixed by resolution of the Board of Trustees.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. In the event it is inconvenient to use such a seal at any time, the signature of the President of the corporation followed by the word "Seal" enclosed in parentheses shall be deemed the seal of the corporation.

Section 3. Annual Statements. Prior to the annual meeting of members, the corporation shall cause to be prepared by an independent certified public accounting firm an annual report of the books and records of the corporation which shall include: (a) a balance sheet showing in reasonable detail the financial condition of the corporation as of the close of its immediate preceding fiscal year, and (b) a profit and loss statement showing the results of the corporation's operations during the preceding fiscal year and which shall become a part of the minutes of the corporation.

Upon written request, the corporation shall promptly mail to any member of record a copy of the most recent balance sheet and profit and loss statement.

Section 4. Parliamentary Authority. Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE X

Amendment of By-Laws

The By-Laws of the corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Board of Trustees in a regular or special meeting duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Trustees and further provided that notice of the proposed action with respect to the By-Laws shall have been mailed by the Secretary to all members of the Board of Trustees at least three (3) days before the meeting.