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FLORIDA NON-PROFIT CORPORATION

CITYPLACE CULTURAL ARTS CENTER, INC.

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PREPARED BY: LYNDA J. HARRIS, ESQ.
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.
222 LAKEVIEW AVENUE, SUITE 1400
P. O. BOX 150
WEST PALM BEACH, FLORIDA 33402
FLORIDA BAR NO: 462144

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ARTICLES OF INCORPORATION

OF

CITYPLACE CULTURAL ARTS CENTER, INC.

The undersigned subscribers, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribe to, acknowledge and file the following Articles of Incorporation.

ARTICLE I

Name and Address of Principal Office

The name of the corporation shall be CITYPLACE CULTURAL ARTS CENTER, INC. (the "Center").

The principal place of business and mailing address of the corporation is 800 South Rosemary Avenue, West Palm Beach, Florida 33401.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purposes

The purpose, general nature and objectives of this corporation are:

1. To lease that certain performance hall facility within a historic church which has been restored outside, and partially inside, including building naming rights, located within the redeveloped shopping district known as "CityPlace" located in downtown West Palm Beach, Florida;

2. To host private functions in conjunction with area institutions and private parties for rental charges aimed at covering Center costs.

3. To construct interior improvements, operate, program and maintain the performance hall facility as a civic and cultural event and performance venue;

4. To develop a program for the operation and maintenance and growth of the Center and the programming of civic and cultural events and performances within the performance hall facility, including without limitation, programs for civic, community, and cultural arts events and performances to reach to the local community, schools and education programs throughout South Florida; and the tourist industry in Palm Beach County;

5. To develop and implement quality education programs for presentation in the Center to provide educational and instructional programs and information to the general public and students, both in the local community and throughout South Florida;

6. To participate in the continuing redevelopment of the City of West Palm Beach that has rapidly expanded with the development of CityPlace, an urban redevelopment project within downtown West Palm Beach, Florida, by developing a program for use of the performance hall facility for such civic and cultural purposes that will benefit the entire community and draw from all of South Florida, thereby bringing new audiences to all of downtown West Palm Beach, Florida.

7. Fundraising to support the Center and to provide the above described activities as well as other programs or activities the Center may elect to participate in, including, without limitation, the following:

A. Capital development of the performance hall facility to complete the renovation of the interior of the performance hall facility for use and operation as a civic and cultural arts facility;

B. General and administrative salaries for Center employees;

C. Endowments for maintenance and operation of the performance hall facility;

D. Community programs;

E. Implementation of the Center's activities.

8. To act in any other fashion and engage in other activities and functions as are proper to further the goals and purposes of the corporation.

The corporation shall be organized and operated exclusively for charitable purposes in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation), and shall be subject to the following requirements:

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(2) No 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Cede as it now exists or as it may hereafter be amended.

(4) All assets of the corporation are permanently dedicated to the exempt purposes of Section 501(c)(3) of the Internal Revenue Code.

The corporation is organized pursuant to the Florida Non-Profit Corporation Act, F.S. Chapter 617, for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE IV

Incorporators

The name and residence of the subscriber to these Articles of Incorporation is Lynda J. Harris, 222 Lakeview Avenue, Suite 1400, West Palm Beach, Florida 33401.

ARTICLE V

Membership

This is a non-membership corporation.

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have at least three (3) directors at all times. The Directors shall be required to be members of the corporation.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are set forth in Exhibit "A attached hereto and incorporated herein.

The Directors shall be elected in accordance with the bylaws of the corporation.

B. Elective Officers. The officers of this corporation shall be a president, vice president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of this corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are set forth in Exhibit "B" attached hereto and incorporated herein.

ARTICLE VII

Location of Registered Agent

The name and address of this corporation's initial registered agent is Lynda J. Harris, Esq. 222 Lakeview Avenue, Suite 1400, West Palm Beach, Florida 33401.

ARTICLE VIII

Bylaws

Bylaws will be hereinafter adopted by the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all officers and directors of this corporation.

ARTICLE IX

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the Directors for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of the Directors of the corporation.

ARTICLE X

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of any officer or director of the corporation shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE XI

Dissolution

In the event the corporation is dissolved within the State of Florida and ceases to exist for the stated purposes, such Certificate of Dissolution shall be filed with the Secretary of State according to the Florida Statues for dissolving a non-profit corporation. Upon such dissolution the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operating exclusively for charitable, education, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Rule or Regulation) and which is organized for purposes substantially similar to that of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 10th day of April, 2000.

LYNDA J. HARRIS, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 11 PM 4:18

LYNDA J. HARRIS

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of April, 2000 by LYNDA J. HARRIS, as Incorporator. She [please check as applicable] /__✓__/ is personally known to me, or has produced /______/ her _________(state) driver's license, or /______/ her ___________(type of identification) as identification, and did not take an oath.

(Signature)

(Printed Name)

(NOTARIAL SEAL)

(Commission Expiration Date)

Stephanie D. Ducram
MY COMMISSION # CC799747 EXPIRES
December 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

(Serial Number, If Any)

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of April, 2000 by LYNDA J. HARRIS, as Registered Agent. She [please check as applicable] /__✓__/ is personally known to me, or has produced /______/ her _________(state) driver's license, or /______/ her ___________(type of identification) as identification, and did not take an oath.

(Signature)

(Printed Name)
NOTARY PUBLIC, STATE OF ________

(NOTARIAL SEAL)

(Commission Expiration Date)

Stephanie D. Ducram
MY COMMISSION # CC799747 EXPIRES
December 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

(Serial Number, If Any)

EXHIBIT "A"

DIRECTORS

Bruce Macleod
800 South Rosemary Avenue
West Palm Beach, FL 33401

Martin S. Burger
625 Madison Avenue, 9th Floor
New York, New York 10021-1801

Lynda J. Harris
222 Lakeview Avenue
Suite 1400
West Palm Beach, FL 33401

EXHIBIT "B"

OFFICERS

President	Bruce Macleod 800 South Rosemary Avenue West Palm Beach, FL 33401
Vice President	Martin S. Burger 625 Madison Avenue, 9th Floor New York, New York 10021-1801
Secretary	Lynda J. Harris 222 Lakeview Avenue Suite 1400 West Palm Beach, FL 33401
Treasurer	Martin S. Burger 625 Madison Avenue, 9th Floor New York, New York 10021-1801