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To: Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA NON-PROFIT CORPORATION

locust projects, inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

LOCUST PROJECTS, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

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ARTICLE I

NAME

The name of the Corporation is Locust Projects, Inc.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

1. The specific and primary purpose for which the Corporation is formed is:
  - (a) to develop and facilitate contemporary visual art; to provide exhibition space and public exposure for experimental work of emerging artists who are frequently overlooked by commercial venues and local museums; and to encourage diversity and experimentation in the visual arts.

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(b) to operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

2. The Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article.

#### ARTICLE IV

##### TERM

The Corporation shall have a perpetual existence.

#### ARTICLE V

##### INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is: STEWART A. MERKIN, ESQ., RIVERGATE PLAZA, SUITE 300, 444 BRICKELL AVENUE, MIAMI, FLORIDA 33131.

## ARTICLE VI

### MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

(a) The Corporation shall be organized on a non-stock basis and shall have nonvoting members whose qualifications shall be as set forth in the Bylaws. The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The first Board of Directors shall be three (3) in number, and their names and addresses being as follows:

Elizabeth Withstandley  
105 N. W. 23<sup>rd</sup> Street  
Miami, Florida 33127

William Charles  
105 N. W. 23<sup>rd</sup> Street  
Miami, Florida 33127

Bryan Cooper  
105 N. W. 23<sup>rd</sup> Street  
Miami, Florida 33127

(b) Elective Officers. The officers of the Corporation shall be a president, vice president, secretary, and treasurer. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. 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 these Articles of Incorporation are:

President:	Elizabeth Withstandley
Secretary:	William Chares
Treasurer:	Bryan Cooper

#### **ARTICLE VII**

##### **PRINCIPAL OFFICE**

The principal office of the Corporation is 105 N.W. 23<sup>rd</sup> Street, Miami, Florida 33127.

#### **ARTICLE VIII**

##### **LOCATION OF REGISTERED OFFICE;**

##### **IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the Corporation's initial registered office in the State of Florida is: Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

(b) The name of the Corporation's initial registered agent at the above address is: STEWART A. MERKIN, ESQ.

#### **ARTICLE IX**

##### **EARNINGS AND ACTIVITIES OF CORPORATION**

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

(b) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

## **ARTICLE X**

### **BYLAWS**

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended 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 the Corporation.

## **ARTICLE XI**

### **AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.


## **ARTICLE XII**

### **DISSOLUTION**

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or

making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, 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 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

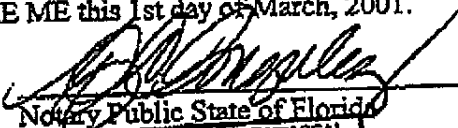
The undersigned constituting the subscriber of the Corporation, for the purpose of forming the Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of March, 2001.

  
\_\_\_\_\_  
Stewart A. Merkin, Esq.  
Incorporator

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

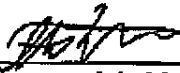
BEFORE ME, a Notary Public in and for the State of Florida duly commissioned, personally appeared Stewart A. Merkin, to me personally known, and known to me to be the same person described herein and who executed the within Articles of Incorporation and who acknowledged the same to be his act and deed.

SWORN TO AND SUBSCRIBED BEFORE ME this 1st day of March, 2001.

  
\_\_\_\_\_  
Notary Public State of Florida  
OFFICIAL NOTARY SEAL  
ELIA C GONZALEZ  
COMMISSION NUMBER  
CC709843  
MY COMMISSION EXPIRES  
JAN. 20, 2002

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE   
Stewart A. Merkin  
Registered Agent

DATE: March 1, 2001

Filed By:  
Stewart A. Merkin, Esq.  
444 Brickell Avenue, Suite 300  
Miami, Florida 33131  
Fla. Bar No. 153444

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