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FLORIDA NON-PROFIT CORPORATION

Booker High School Visual & Performing Arts, Inc.

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FAX AUDIT # H02-37860

ARTICLES OF INCORPORATION

OF

BOOKER HIGH SCHOOL VISUAL & PERFORMING ARTS, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

Booker High School Visual & Performing Arts, Inc.

Article 2. Mailing Address. The principal office and mailing address of the Corporation is:

3201 North Orange Avenue
Sarasota, Florida 34234

Article 3. Duration. Corporate existence shall commence upon filing these Articles of Incorporation by the Secretary of State, and the duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are to provide highly specialized and intensive training for high school students who possess special talents in the visual or performing arts; and to engage in activities which are necessary, suitable or convenient for the accomplishment of those purposes, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its Regulations, and the corresponding provisions of any future United States tax law.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481; Atty. Bar #0436879

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Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 4 hereof.

No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c)(3) of the Code, and its Regulations, or any corresponding provisions of any future United States tax law.

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. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and its Regulations, or the corresponding provisions of any future United States tax law; or (ii) a

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corporation, contributions to which are deductible under Section 170(c)(2) of the Code, and its Regulations, or any other corresponding provisions of any future United States tax law. The purposes for which this Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Code, and its Regulations, or the corresponding provisions of any future United States tax law.

Upon the dissolution of the Corporation, assets shall be distributed to such organization or organizations as may be selected by the last acting Board of Directors, which shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, and its Regulations, or corresponding provisions of any future United States tax law, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

Article 6. Members. The qualification for and manner of admission of members shall be regulated by the Bylaws.

Article 7. Directors. The method of qualification for and election of directors shall be regulated by the Bylaws.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2 North Tamiami Trail, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is Roberto A. Martinez.

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Article 9. Incorporator. The name and address of the Incorporator is as follows:

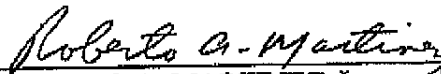
Roberto A. Martinez

2 North Tamiami Trail
Sarasota, Florida 34236

Article 10. Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors in the manner provided by the Bylaws.

Article 11. Indemnification. The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

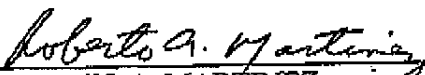
IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 15th day of February, 2002.


ROBERTO A. MARTINEZ, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BOOKER HIGH SCHOOL VISUAL & PERFORMING ARTS, INC. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 15th day of February, 2002.


ROBERTO A. MARTINEZ
Registered Agent

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