

N02000003487

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500005462395--9
-05/06/02--01064--006
*****78.75 *****78.75

SUBJECT: The Visual History + Learning Project, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joan Jordan
Name (Printed or typed)

325 Executive Center Dr., A-104
Address

West Palm Beach, FL 33401
City, State & Zip

561-640-8247
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY - 6 AM 7:56

NOTE: Please provide the original and one copy of the articles.

Joan GAVE
INCORPORATION BY PHONE TO
Dir's - P.O. - RA.
5-9-02
YOU EXPM 7c

F. GHESSER MAY 9

**ARTICLES OF INCORPORATION
OF
THE VISUAL HISTORY & LEARNING PROJECT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following articles of incorporation:

FILED STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
02 MAY -6 AM 7:56

**ARTICLE I
NAME/REGISTERED OFFICE
PRINCIPAL OFFICE**

The name of the corporation shall be **The Visual History & Learning Project, Inc.** The corporation's registered office is located at: 325 Executive Center Drive, A-104, West Palm Beach, FL 33401.

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall function as a resource organization to support independent filmmakers, videographers and visual artists. It will provide professional advice and support for productions and artists, including but not limited to fiscal sponsorship; encourage documentation and education via visual media; and organize conferences, symposia and showcases, either independently or in collaboration with other organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to any member of the corporation not qualifying as exempt under Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**ARTICLE IV
DIRECTORS/MEMBERS**

The corporation shall have no voting members. The management of the affairs of the corporation shall at all times be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is : . their names and addresses being as follows:

Joan Jordan	325 Exec. Ctr. Dr., A-104, West Palm Beach, FL 33401
Gay Shepard	325 Exec. Ctr. Dr., B-114, West Palm Beach, FL 33401
Kunigunde Wachter	325 Exec. Ctr. Dr., A-104, West Palm Beach, FL 33401

**ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VI
DURATION**

The duration of the corporate existence shall be perpetual.

**ARTICLE VII
DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE VIII
EFFECTIVE DATE**

The effective date of this corporation shall be May 1, 2002.

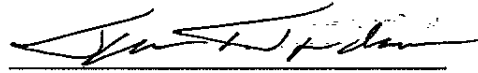
**ARTICLE IX
INCORPORATOR**

The undersigned incorporator certifies that she/he executes these articles for the purposes herein stated. The incorporator of this corporation is:

Joan Jordan
325 Executive Center Drive, A-104
West Palm Beach, FL 33401

I ACCEPT AS REGISTERED AGENT.

Signature



Joan Jordan
Incorporator/Registered Agent

Date

5/1/02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -6 AM 7:56