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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CREATIVE CITY COLLABORATIVE OF DELRAY BEACH, INC.**

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MESSAGE:

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CREATIVE CITY COLLABORATIVE OF DELRAY BEACH, INC.
(a Florida not for profit corporation)**

Pursuant to the provisions of Section 617.1006 and Section 617.1007 of the Florida Not For Profit Corporation Act, the members and directors of Creative City Collaborative of Delray Beach, Inc. have adopted the following amended and restated its Articles of Incorporation.

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**ARTICLE I
NAME**

The name of the corporation shall be Creative City Collaborative, Inc. ("Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation is 180 N.E. First Street, Delray Beach, Florida 33444.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The registered office of the Corporation is 180 N.E. First Street, Delray Beach, Florida 33444. The name of the registered agent of the Corporation is Alyona A. Ushe.

**ARTICLE IV
PURPOSE**

The Corporation is organized and shall be operated exclusively for such charitable purposes as will qualify it for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law. More specifically, the Corporation is organized for the general charitable purpose and objective of serving the public benefit of the communities that it serves by (i) raising cultural awareness for vibrant cultural communities, (ii) promoting cultural tourism through the support of art and cultural activities and artistic institutions, (iii) facilitating access to the arts for people of all ages, ethnicities and physical abilities, and (iv) encouraging and advocating for public and private funding and support for cultural growth in its communities.

**ARTICLE V
LIMITATIONS ON CORPORATE POWERS**

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 Article II. No substantial

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part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any future United States internal revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any future United States internal revenue law.

**ARTICLE VI
MEMBERS**

The Corporation shall not have members.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the bylaws of the Corporation.

**ARTICLE VIII
TERM OF EXISTENCE**

The Corporation shall have perpetual existence, unless dissolved in accordance with applicable law; provided, however, that upon dissolution of the Corporation, the assets of the Corporation shall be distributed as hereinafter provided.

**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States internal revenue law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

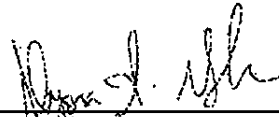
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**ARTICLE X
AMENDMENTS**

Amendments to these Amended and Restated Articles of Incorporation shall be adopted by a vote of at least two-thirds of the then serving members of the Board of Directors.

The undersigned hereby certifies that these Amended and Restated Articles of Incorporation were duly approved by all of the members and directors of Creative City Collaborative of Delray Beach, Inc. at a meeting of the members and the Board of Directors held on February 20, 2014.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 19 day of May, 2014.



Name: Alyona A. Ushe
Title: Executive Director