

FILE 000000179

LAW OFFICE OF
WILLIAM L. ROSS, JR.
221 NORTH CAUSEWAY
NEW SMYRNA BEACH, FLORIDA 32189 5239

FLORIDA BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER
REAL PROPERTY LAWYER

TELEPHONE 904-427-8227
(TOLL FREE FROM DAYTONA)
FAX 904-423-3909

January 2, 1996

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

200001681232
-01/08/96--01023--012
****122.50 ****122.50

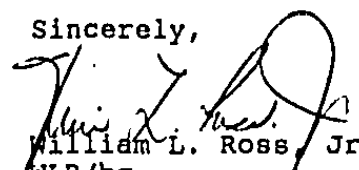
Re: The ArtHaus at Spruce Creek Foundation, Inc.

Dear Sir:

Please find enclosed Articles of Incorporation of The ArtHaus at Spruce Creek Foundation, Inc., along with check in the amount of \$122.50 for filing. Please send to me a certified copy of the Articles.

Thank you for your assistance in this matter.

Sincerely,


William L. Ross, Jr.
WLR/bg

RECEIVED
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA
JAN 10 1996
3 PM 1:58
1-10-96
#

ARTICLES OF INCORPORATION

OF

**The ArtHaus at Spruce Creek Foundation, Inc.
(A Non-Profit Florida Corporation)**

We, the undersigned incorporators, do hereby associate ourselves together for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes and do hereby make, subscribe, acknowledge and file the following Articles of Incorporation as the Charter for such Association.

ARTICLE I - NAME/PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is The ArtHaus at Spruce Creek Foundation, Inc. The principal place of business is 801 Taylor Road, Port Orange, Florida 32127, and at such other place or places in the State of Florida as may be determined by the Corporation.

ARTICLE II - NATURE OF BUSINESS

The purpose for which this Corporation is organized is to serve the public welfare through preservation, exhibition, and education regarding the arts in Volusia County, Florida. Such activities shall include, but not be limited to, educating public school students in particular and the public in general about the arts and providing a place and opportunity for artistic exhibitions and shows in Volusia County.

ARTICLE III - MEMBERSHIP

Eligibility for membership in the Corporation shall include the following:

1. Students enrolled in the public secondary schools of Volusia County, Florida.
2. Individual sponsors.
3. Corporate/organization sponsors.
4. Teachers or other faculty members of the public schools of Volusia County, Florida.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

TIMOTHY LUDWIG	2462 Tomoka Farms Road Daytona Beach, Florida 32124
PAULA L. RECKSON	1780 Doolittle Circle Daytona Beach, Florida 32124
TERI F. COBEAN	1022 Clubhouse Boulevard New Smyrna Beach, Florida 32168
LAURIE GOMON RING	1810 James Street South Daytona, Florida 32119
R. PAUL KOSMAS, JR.	129 Marina Bay Drive New Smyrna Beach, FL 32169

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Corporation are to be managed by a Board of Directors. The initial Board of Directors will consist of the five above-named subscribers, with the maximum number to be as stated in the By-Laws. Directors will be subsequently elected for a term of two years. Half of the directors will be elected each year so as to maintain both consistency and turnover. The names, addresses and term of the initial Directors are as follows:

TIMOTHY LUDWIG	2462 Tomoka Farms Road Daytona Beach, Florida 32124	Two years
PAULA L. RECKSON	1780 Doolittle Circle Daytona Beach, Florida 32124	Two years
TERI F. COBEAN	1022 Clubhouse Boulevard New Smyrna Beach, Florida 32168	One year
LAURIE GOMON RING	1810 James Street South Daytona, Florida 32119	Two years
R. PAUL KOSMAS, JR.	129 Marina Bay Drive New Smyrna Beach, Florida 32169	One year

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The Corporation designates TIMOTHY LUDWIG as its Registered Agent, and shall maintain its registered offices at 801 Taylor Road, Port Orange, Florida 32127, pursuant to Section 607.034, Florida Statutes.

ARTICLE VIII - OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may, at its discretion, provide for such other officers as they see fit. Until the first annual meeting of the Corporation, the following shall be the initial officers of the Corporation:

<u>Name</u>	<u>Office</u>
TIMOTHY LUDWIG	President
PAULA L. RECKSON	Vice President
TERI F. COBEAN	Treasurer
LAURIE GOMON RING	Secretary

The officers shall hold office for one year from their election or until their successor or successors are duly elected and qualified.

All officers shall be elected by a majority vote of eligible members at the Annual General Meeting of the Corporation. The manner of the election of officers shall be proscribed in the By-Laws of this Corporation.

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation are to be made, altered or rescinded by a two-thirds (2/3's) vote of the directors of the Corporation.

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed and adopted as follows: An Amendment may be proposed by the Board of Directors or by any member, and may be considered at any meeting of the Corporation, regular or special, of which notice has been given according to the By-Laws, which includes a notice of the substance of the proposed Amendment. The Amendment must be approved by a vote of two-thirds (2/3's) of the members of the Corporation.

ARTICLE XI - ANNUAL MEETINGS

The Board of Directors must meet at least two times a year. The Corporation shall hold a General Meeting at least once a year, including the Annual General Meeting. The President shall call Special Meetings of the Corporation as needed. A Special Meeting may also be called by and at the written request of one-third of the membership, or by one-third of the current Board of Directors.

ARTICLE XII - CORPORATE POWERS

This Corporation shall have all the powers permitted by law,

together with such additional specific powers as are contained in the By-Laws.

ARTICLE XIII - PURPOSE

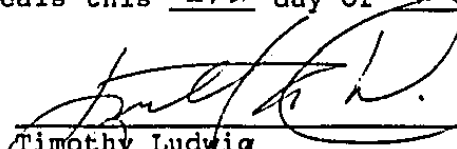
The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIV - CORPORATE EARNINGS

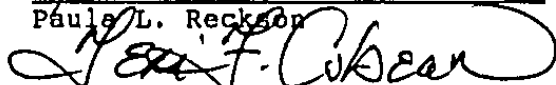
No part of the net earnings of this Corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of the Corporation's property, or through the rebate of the excess membership dues, fees or assessments. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to any proper order of a court of competent jurisdiction exclusively for purposes

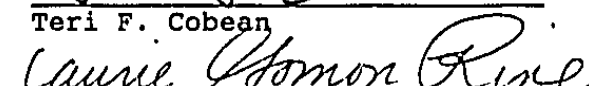
within those set forth in Article XI of these Articles of Incorporation, and as provided by the United States Internal Revenue Code and its regulations as the same now exist, or as they may be hereafter amended from time to time, and any remainder shall be distributed to the Art Department, Spruce Creek High School, a part of the public school system of Volusia County, Florida. Any such assets not so disposed of shall be disposed of by order of the Court of Common Pleas, of the county in which the principal office of the organization is then located, exclusively for such purpose.

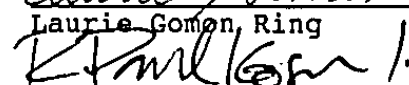
IN WITNESS WHEREOF, We, the undersigned, being the original subscribers of this Corporation, for the purpose of forming a Corporation under the Laws of the State of Florida, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunder have set our hands and seals this 27th day of December 1995.


Timothy Ludwig


Paula L. Reckson


Teri F. Cobean


Laurie Gomon Ring


R. Paul Kosmas, Jr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared PAULA L. RECKSON and LAURIE GOMON RING, who are personally known to me, or who produced a Florida driver's license as identification, known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes expressed therein as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of December, 1995.

My commission expires:



H.C. HANSEN II
My Commission CC480372
Expires Jul. 13, 1999
Bonded by ANB
B00 802 8878

H.C. Hansen II
Notary Public

H.C. HANSEN II
Notary name printed

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared TIMOTHY LUDWIG and TERI F. COBEAN, who produced a Florida driver's license as identification and known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes expressed therein as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of December, 1995.

My commission expires:



TERRY T. McMILLIAN
MY COMMISSION # CC 167390 EXPIRES
January 9, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Terry T. McMillian
Notary Public

Terry T. McMillian
Notary name printed

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared R. PAUL KOSMAS, JR. who produced a Florida driver's license as identification, known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes expressed therein as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of December, 1995.

My commission expires:



TERRY T. McMILLIAN
MY COMMISSION # CC 167390 EXPIRES
January 9, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Terry T. McMillian
Notary Public

Terry T. McMillian
Notary name printed

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

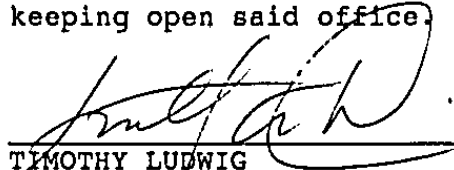
The Arthaus at Spruce Creek Foundation, Inc.
(A Non-Profit Florida Corporation)

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That The Arthaus at Spruce Creek Foundation, Inc., a non-profit Florida corporation, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Port Orange, County of Volusia, State of Florida, has named TIMOTHY LUDWIG, 801 Taylor Road, Port Orange, Volusia County, Florida, 32127, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


TIMOTHY LUDWIG
Registered Agent