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SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

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OF COUNSEL

(FORMERLY SHEPPARD & WOOLSLAIR)
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
JOHN K. WOOLSLAIR (1908-1968)

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3965

July 22, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

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-07/26/96--01099--01...
****122.50 ****122.50

Re: Art House Foundation, Inc.
A Florida Not For Profit Corporation

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of $122.50 to cover the following:

Filing Fee	$ 35.00
Certified Copy of Charter	$ 52.50
Resident Agent Fee	$ 35.00
	$ 122.50

FILED
96 JUL 26 PM 12: 22

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

D. Hugh Kinsey, Jr.

7-29-96

DHK:dlb
Enclosures
KS-4098

ARTICLES OF INCORPORATION

OF

ART HOUSE FOUNDATION, INC.

THE UNDERSIGNED, WILLIAM JEFFREY MUDGETT, being a natural person and competent to contract, wishing to form a corporation not for profit, does hereby submit the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be ART HOUSE FOUNDATION, INC., and it is to be located at 1568 Hill Avenue, Fort Myers, Florida 33901. The address herein for mailing annual reports shall be 1568 Hill Avenue, Fort Myers, Florida 33901.

ARTICLE II

This Corporation is organized and dedicated to bridging the artificial and unfortunate gap that exists between our day-to-day lives and the art and artists that surround us. The Corporation's mission is to bring fine art deeper into the community of Southwest Florida, benefiting both the artist and the community to whom it feels equal responsibility.

Said corporation is organized exclusively for charitable and educational purposes including: (a) To organize art shows displaying the works of various artists; (b) To own and hold, buy and sell, lease and transfer real and personal property, all of which shall be solely for charitable and educational purposes; (c) To solicit and accept gifts of money or property in order to carry out the purposes hereinabove set forth; and (d) To do any and all things necessary and desirable for the achievement of any of the objects and purposes of this corporation.

Anything herein in this Article II to the contrary notwithstanding, the purpose for which the corporation is organized is exclusively, charitable, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 hereof. No substantial part of the activity of the Corporation shall be used for the purpose of carrying on 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or a corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The corporation shall have perpetual existence. Provided, however, that in the event the corporation shall at any time be dissolved, in such event, the assets of the corporation after making provision for payment of all liabilities of the corporation, shall be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law), federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Common Pleas or a Court of general jurisdiction of the County in which the principal office of the corporation is then located and distributed exclusively for the above charitable or educational purposes hereinabove mentioned.

ARTICLE V

The qualification of members shall be those persons who express an interest in helping further the purposes of the Corporation described in Article II hereof.

ARTICLE VI

The name and residence of the subscriber to these Articles of Incorporation is:

Name	Address
WILLIAM JEFFREY MUDGETT	1568 Hill Avenue Fort Myers, Florida 33901

ARTICLE VII

There shall be a Board of Directors who shall also act as the Governing Body of the corporation, which shall consist of a number of members as may be determined from time to time by the By-Laws of the Corporation, but in no event, less than three (3) members. The Board of Directors shall be elected by the members of the Corporation. There may be such other Boards or committees as may be established by the By-Laws, who shall be elected as may be provided in the By-Laws of the corporation. The names and addresses of the first Board of Directors shall be:

Name	Address
WILLIAM JEFFREY MUDGETT	1568 Hill Avenue Fort Myers, Florida 33901
WILLIAM B. WILTSHIRE	4 Georgetown Fort Myers, Florida 33919
THOMAS CRONIN, JR.	P. O. Box 6966 Fort Myers, Florida 33902

ARTICLE VIII

The affairs of the corporation shall be managed by the following officers: the President; one or more Vice Presidents; the Secretary; and the Treasurer. The names and addresses of the officers who shall manage the affairs of the corporation until the first election or appointment under the Articles of Incorporation are as follows:

Name	Title	Address
WILLIAM JEFFREY MUDGETT	President	1568 Hill Avenue Fort Myers, Florida 33901
WILLIAM B. WILTSHIRE	Secretary/ Treasurer	4 Georgetown Fort Myers, Florida 33919
THOMAS CRONIN, JR.	Vice President	P. O. Box 6966 Fort Myers, Florida 33902

ARTICLE IX

The first By-Laws of the corporation are to be enacted and made by the original members and thereafter the By-Laws are to be enacted, made, altered or rescinded by the members in accordance with said By-Laws. The Articles of Incorporation may be amended upon two-thirds (2/3rds) vote of the members of the Corporation present and voting at any annual or special meeting of the corporation called for such purposes.

ARTICLE X

The name and place of residence of the initial resident agent for service of process shall be WILLIAM JEFFREY MUDGETT. The post office address of the principal office of the corporation in this State shall be: 1568 Hill Avenue, Fort Myers, Florida 33901.

IN WITNESS WHEREOF, we, the undersigned, have affixed our hands and seals this 22d day of July, 1996

William Jeffrey Mudgett

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT, was on the 22d day of July, 1996, signed by the said WILLIAM JEFFREY MUDGETT, as one of the incorporators, (✓) who are personally known to me or ( ) who produced N/A as identification.

Notary Public

(SEAL)
Comm. Expires:
Comm. Number:

Printed Name of Notary: D. HUGH KINSEY, JR.

NOTARY PUBLIC STATE OF FLORIDA
D HUGH KINSEY JR
My Commission CC269320
Expires Mar 19, 1997
Bonded By HAI
800 422 1555

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ART HOUSE FOUNDATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF Fort Myers, COUNTY OF Lee, STATE OF Florida, HAS NAMED WILLIAM JEFFREY MUDGETT, LOCATED AT 1568 Hill Avenue, (Street Address and Number of Building -- Post Office Box Addresses Are Not Acceptable), CITY OF Fort Myers, COUNTY OF Lee, STATE OF Florida, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ART HOUSE FOUNDATION, INC.

(WJM)
Signature: ______________________
(Corporate Officer)

Title: President

Date: 22 JULY 1996

FILED
96 JUL 25 PM 12:22

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

(WJM)
Signature: ______________________
Resident Agent

Date: 22 JULY 1996