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

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-04/08/98--01028--006
****131.25 ****131.25

SUBJECT: Arts and Inspiration, 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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark D. Routen
Name (Printed or typed)

P.O. Box 2946
Address

Brandon, FL 33509-2946
City, State & Zip

813-681-6519
Daytime Telephone number

98 APR -8 AM 9: 27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
8/15/98

(K)

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

ARTICLES OF INCORPORATION
of
Arts and Inspiration, Inc.

FILED
98 APR -8 AM 9:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

ARTICLE I NAME

The name of the corporation shall be Arts and Inspiration, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 629 Timber Pond Drive in the City of Brandon, County of Hillsborough, State of Florida, Zip Code 33510. The mailing address of the corporation shall be Post Office Box 2946, Brandon, Florida, 33509-2946. The registered agent in charge thereof is Mark D. Routen, and is located at the same address.

ARTICLE III PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the extent as natural persons might or could do, and in any part of the world, vis:

This is a nonstock, nonprofit organization. The purpose of the organization is to engage in any lawful act or activity for which nonprofit corporations may be organized under the Florida Not For Profit Corporation Act.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), to wit:

Providing high quality, interactive performing arts, without charge, for the isolated or confined members of the community and for those who are otherwise deprived of the healing and uplifting performing arts; providing performing artists an opportunity to perform for the isolated or confined members of the community and for those who are otherwise deprived of the healing and uplifting performing arts, without compensation, so to derive a sense of community and fulfillment.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be fixed by or in the manner provided in the Bylaws, but in no case shall the number be less than three. The initial Board of Directors shall be elected by the Incorporator at the organizational meeting following incorporation. Directors shall be elected by the Board of Directors at meetings of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have the power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute.

ARTICLE V EARNINGS AND ACTIVITIES

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 distribution in furtherance of the purposes set forth in Article III thereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any 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 of 1954 (or the 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE VII AMENDING AND REPEALING ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now and hereafter prescribed by the Statute.

ARTICLE VIII LIABILITY

Directors of the corporation shall not be liable to the corporation for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to Chapter 617, Florida Statutes, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 5th day of April A.D. 1998.

 4/5/98
Mark D. Routen, Incorporator Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 4/5/98
Mark D. Routen, Registered Agent Date

98 APR -8 AM 9:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED