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TRANSMITTAL LETTER

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

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-08/10/99-01011--006
*****78.75 *****78.75

SUBJECT: CITY KIDS ART FACTORY, 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: DANIEL R. WYNN
Name (Printed or typed)

1785 EDGEWOOD AVE S.
Address

JAX, FLA 32205
City, State & Zip

904-386-0973
Daytime Telephone number

FILED
99 AUG 10 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Handwritten signature/initials

**ARTICLES OF INCORPORATION OF
CITY KIDS ART FACTORY, INC.**

(A Corporation Not for Profit)

We, the undersigned, for the purposes of forming a corporation not for profit under the Laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND OFFICE

The name of this corporation shall be **CITY KIDS ART FACTORY, INC.**

Its principal office shall be located at 1785 Edgewood Avenue, in the City of Jacksonville, County of Duval and State of Florida.

ARTICLE II - CORPORATE PURPOSE

This corporation is organized and chartered for the purpose of utilizing all public and private sources to promote the arts, cultural and educational revitalization of Jacksonville, Duval County, Florida, and its environs. The primary objective of this corporation shall be to coordinate and plan the development of arts, cultural and educational activities and to conduct such other activities as shall be necessary or desirable to further the purpose of the corporation, so long as such activities are permitted to be carried on 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 Internal Revenue Code).

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TALLAHASSEE FLORIDA

ARTICLE III - POWERS

The corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power:

To enter into, make and perform contracts of every kind and description.

To acquire land for the purpose of constructing improvements thereon, whether residential or commercial in nature.

To construct improvements, either residential or commercial in nature, and thereafter to resell or to lease such land and improvements to private citizens or to the City of Jacksonville.

To have one or more offices, to carry on all of any of its operations and business and without restriction or limit as to the amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description.

To acquire, construct, convert, or expand plant facilities for lease or sale.

To borrow or raise monies for any of the purposes of the corporation and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To assist the City of Jacksonville in the implementation of arts, cultural and educational programs for neighborhood and commercial revitalization.

To provide such auxiliary services as may be essential and necessary to the effectuation of the main purposes of the corporation.

To do all things allowed by law for a corporation exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code of 1954.

Notwithstanding anything to the contrary hereinbefore set forth, this corporation shall have no power or authority to engage in any activity which would disqualify it as a corporation exempt from federal taxation under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Code) and notwithstanding any prior grant of any such violative power hereinbefore, this provision shall have the effect of voiding and nullifying such grant insofar as it is intended to be construed as the superior and paramount provision affecting the corporation.

ARTICLE IV - LIMITATIONS

The corporation shall neither have nor issue any stock. No part of the assets or income of the corporation shall inure to the benefit of any member, director, officer or any other private individual, and no member, director, officer or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation except that reasonable compensation or consideration may be paid to persons selling real or personal purpose and none of the assets shall be distributed to any member, director or officer of this corporation r to any private individual. The corporation shall not engage in a regular business other than the business for which it is formed of a kind ordinarily carried on for profit or conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE V - MEMBERSHIP

Section 1. Qualification for Membership. Members of this corporation shall be persons who have evidenced concern and interest in its purposes and have also evidence in their business, professional or public occupations, or in their activity in organizations related to the purpose of this corporation, characteristics of leadership and dedication towards stimulating the arts, cultural, and

educational revitalization of Jacksonville in the area of promoting and assisting the growth and development of residential and commercial art districts.

Section 2. Initial Members. The initial members of this corporation shall be individuals and organizations interested in arts, cultural, and educational revitalization within Duval County.

Section 3. Number. The number of members at any time shall never be less than seven (7).

Section 4. Termination of Membership. Membership shall be terminated by death or resignation of a member or by termination or resignation as a member of the City Kids Art Factory.

Section 5. Additional Members. New or additional members of this corporation shall be the new or additional members of the City Kids Art Factory.

ARTICLE VI - TERM

This corporation shall have perpetual existence.

ARTICLE VII - RESIDENT AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel R. Wynn	1785 Edgewood Avenue Jacksonville, Florida 32205

ARTICLE VIII - SUBSCRIBERS

The name and residence of the Subscriber hereto is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel R. Wynn	1785 Edgewood Avenue Jacksonville, Florida 32205
Gregory Owens	4873 Jaybird Circle, N Jacksonville, Florida 32257

ARTICLE IX - OFFICERS AND DIRECTORS

The day-to-day affairs of this corporation shall be administered by a President, Vice President-Treasurer, a Secretary, and such other officers as may be provided in the by-laws. They shall be chosen annually by the Board of Directors of the Corporation at its annual meeting and shall serve until their successors are appointed and qualified. The Corporation shall be managed and its policies established by a Board of Directors, which shall be elected annually by the members of this Corporation and number no less than three (3) and no more than seven (7). The Board of Directors shall have the power to create a standing Executive Committee composed of no less than three (3) nor more than five (5) of its members, whose purpose it shall be to agendize the goals and prioritize the objectives and

actions of the Corporation, but this delegation of authority is not exclusive and preemptory but merely advisory. The initial directors and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Donald R. Wynn	1785 Edgewood Avenue Jacksonville, Florida 32202
Janet G. Owens	4873 Jaybird Circle, N Jacksonville, Florida 32257
Gregory Owens	4873 Jaybird Circle, N Jacksonville, Florida 32257

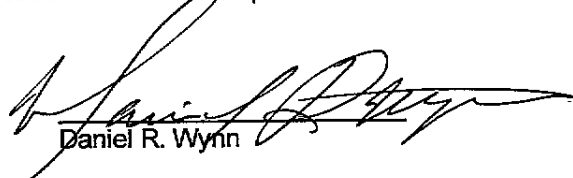
ARTICLE X - BY-LAWS

The by-laws of this Corporation shall be adopted by the initial directors named in these Articles of Incorporation and may thereafter be amended, altered, rescinded and new by-laws adopted by the Board of Directors.

ARTICLE XI - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors and may be adopted by the affirmative vote of a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribers and incorporators have executed these Articles of Incorporation, this 9th day of August, 1999.

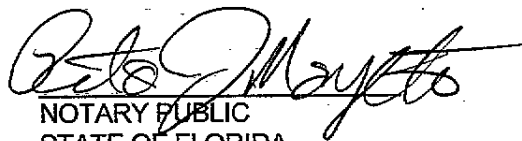

Daniel R. Wynn

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this
9th day of August, 1999, by Daniel R. Wynn.



RITA J. MANYETTE
Notary Public, State of Florida
My comm. expires June 29, 2002
Comm. No. CC 755517


NOTARY PUBLIC
STATE OF FLORIDA
NOTARY PUBLIC, STATE OF FLORIDA

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

In compliance with Sections 607.0501 or 617.0501, Florida Statutes, the following is
submitted:

CITY KIDS ART FACTORY, INC., desiring to organize or qualify under the laws of the
State of Florida with its principal place of business at city of Jacksonville, State of Florida, has named
Daniel R. Wynn, located at 1785 Edgewood Avenue, Jacksonville, Florida 32205, as its agent to accept
service of process within Florida.

DATED: August 9th 1999


Daniel R. Wynn

Having been named to accept service or 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.

DATED: 8/9/99


Daniel R. Wynn

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of August, 1999, by
Daniel R. Wynn, as the Registered Resident Agent on behalf of the said Corporation.


Notary Public, State and
County Above

My Commission Expires
NOTARY PUBLIC, STATE OF FLORIDA

RITA J. MANYETTE

Notary Public, State of Florida
My comm. expires June 28, 2002
Comm. No. CC 755517

FILED
AUG 10 AM 10:37
TALLAHASSEE FLORIDA
SECRETARY OF STATE