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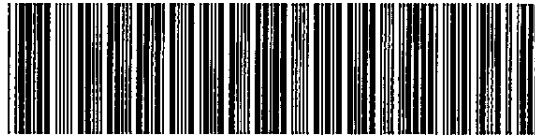
(Business Entity Name)

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. STIMULUSART FOUNDATION, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**Examiner's Initials**

**ARTICLES OF INCORPORATION OF  
STIMULUSART FOUNDATION, INC  
A NOT-FOR-PROFIT CORPORATION**

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05 SEP 19 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

**ARTICLE I:**

The NAME of the corporation shall be: STIMULUSART FOUNDATION, INC.

The ADDRESS of the principal office of this corporation shall be: 170 Ocean Lane Drive # 609. Key Biscayne, Florida 33149

And the mailing address of the corporation shall be the same.

**ARTICLE II:**

**PURPOSE.**

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code.

Notwithstanding any other provision of these articles, this corporation will not carry on any other 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 Code.

Primarily, the organization seeks to:

Propitiate a collective effort of artists and art lovers as promoters or facilitators of the initiation or continuation of the careers of unknown, poorly known or not sufficiently recognized art talents, giving them an initial impulse or "stimulus".

Incorporate an educational approach to instruct and inform the general public about artistic features that need to be explained so it can merge into the observer artist relationship.

Allow access to new concepts of artistic expression.

To facilitate the exhibition and presentation of works of art by means of the integration of painters, sculptors, musicians, writers, declaimers, actors, photographers, editors, engravers, architects, critics, art promoters and all other no less important representative factors of the human spirit and knowledge.

Support artistic manifestations through the conjunction of patronage and efforts to unveil talents not well known or appreciated and establish a link between the community, promoters, government and artists to generate a team work effect.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

#### **ARTICLE III:**

The corporation shall have six (6) DIRECTORS initially. The names and addresses of the initial Directors are:

JOSE R LOZANO: 170 Ocean Lane Drive, # 609. Key Biscayne, FL 33149  
TERESA M. LOZANO: 170 Ocean Lane Drive, # 609, Key Biscayne FL 33149  
ROLANDO CARRAZANA PEREZ: 2000 Towerside Terr., #1707. Miami, FL 33138  
JOSEPHINE C. PEREZ: 2000 Towerside Terr., # 1707. Miami, FL 33138  
MANUEL J. PARES: 6400 N.W. 114 Ave., #1121. Doral, FL 33178  
YRENE PARES: 6400 N.W. 114 Ave., 31178. Doral, FL 33178.

The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the bylaws, but shall never be less than three (3).  
The manner in which the directors are to be elected or appointed is as stated in the bylaws

#### **ARTICLE IV:**

The name of the initial OFFICERS of this corporation, who shall hold such office until his/her successor for such office have been duly elected and qualified, are:

PRESIDENT:           TERESA M. LOZANO  
  
SECRETARY:           YRENE PARES  
  
TREASURER:           JOSEPHINE C. PEREZ

## ARTICLE V:

**LAWS.** The Board of Directors of the corporation shall have power to make, alter, amend or repeal the bylaws of the corporation, bur affirmative vote of a number of Directors, equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the bylaws.

## ARTICLE VI:

**INDEMNIFICATION.** The corporation shall indemnify any Officer or Director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific ease after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers employees and agents of the corporation shall apply when such persons are serving at the corporation's request while a director, officer, employee or agent of the corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the corporation, whether or not the corporation would have power to indemnify the individual against the same liability under the law/ All references in these articles of incorporation are deemed to include any amendment or successor thereto. Nothing contained in these articles of incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the corporation or the ability of the corporation to advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be several and the provisions remaining shall not be otherwise affected. All references in these articles of incorporation to "director", "officer", "employee" and "agent shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**ARTICLE VII:**

The corporation shall have a perpetual existence. The beginning of corporate existence shall be the date of the filing.

**ARTICLE VIII:**

The name and street address of the initial registered office of the corporation is MARTA L. LARRAZABAL., 220 MIRACLE MILE, SUITE 217, CORAL GABLES FL 33134.

**ARTICLE IX:**

The name and address or the INCORPORATOR subscribing to these articles of incorporation is TERESA M. LOZANO, 170 OCEAN LANE DR., # 609, KEY BISCAYNE, FL 33149.

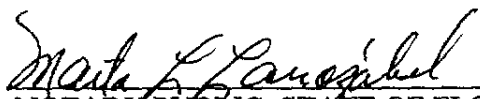
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16 day of SEPTEMBER, 2005.

  
TERESA M. LOZANO

State of Florida )

County of Miami Dade )

The foregoing instrument was acknowledged before me this 16 day of SEPTEMBER 2005 by TERESA M. LOZANO who personally known to me or who has produced N/A as identification and who did take an oath and, as Incorporator, executed the foregoing Articles of Incorporation of STIMULUSART FOUNDATION, INC and acknowledged before me that she executed these articles of incorporation

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Marta L. Larrazabal  
My Commission DD297543  
Expires May 25, 2008

**CERTIFICATE OF RESIDENT AGENT OF  
STIMULUSART FOUNDATION, INC.**

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That STIMULUSART FOUNDATION, INC. a not-for-profit corporation desiring to organize under the laws of the State of Florida with its principal office at 170 OCEAN LANE DRIVE, APT # 609, KEY BISCAVNE FL. 33149 has named MARTA L. LARRAZABAL, at 220 MIRACLE MILE, SUITE 217, CORAL GABLES, FL 33134, County of Dade, State of Florida, agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated not-for-profit corporation, at the place designated in this certificate, MARTA L. LARRAZABAL accepts to act in this capacity. MARTA L. LARRAZABAL further agrees to comply with the provision of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505 (1995)

Dated this 16 day of SEPTEMBER, 2005.

By: Marta L. Larrazabal  
MARTA L. LARRAZABAL

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TALLAHASSEE, FLORIDA