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8 May 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: **THE MILLENIUM ART GUILD AT PALM COAST, INC.**
Our file #1042

Greetings:

Enclosed please find three copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- **THE MILLENIUM ART GUILD AT PALM COAST, INC.**

Also enclosed please find our check in the amount of \$87.50. This check includes payment for the following:

Filing Fee	\$35.00
Registered Agent's Designation	35.00
Two certified copies of Articles	<u>17.50</u>
TOTAL	\$ 87.50

Please return the certified copies of Articles to the undersigned.

Your cooperation in this matter is appreciated.

Sincerely,


Richard E. Welty

REW/law

Encs.

Copy to: Peter R. Fontana

"Helping people build and preserve their wealth"

D. BROWN MAY 12 2000

ARTICLES OF INCORPORATION

OF

THE MILLENNIUM ART GUILD AT PALM COAST, INC.
a non-profit Florida corporation

(Pursuant to s. 617.0202, Florida Statutes.)

FILED
00 MAY -9 AM 10:17
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

The undersigned has this day executed this instrument for the purpose of forming a non-profit corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. Name. The name of this corporation is THE MILLENNIUM ART GUILD AT PALM COAST, INC.. The duration of the corporation shall be perpetual.

2. Tax-Exempt Status. The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

3. Tax-Exempt Status for Educational Association. This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §510(c)(6) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

4. Initial Objectives. The specific charitable, scientific, literary, and educational objectives of this corporation are:

- a. Develop a greater understanding and appreciation of both traditional and emerging art forms within the community.
- b. Provide a forum for and stimulate communications between artist, sculptors, and craftsmen.
- c. Serve members, artists, sculptors, and artisans in the development of their skills and to encourage, develop, and promote the visual arts.
- d. Conduct classes, workshops, and public art programs.
- e. Provide financial endowments to public institutions of art education and provide scholarships to students of art.
- f. Encourage fellowship, cooperation, and meaningful communications among artist, artisans, teachers, librarians, students, and others engaged in art activities.

5. Powers. In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

a. To hold, manage, and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

b. To accept and receive by gift, devise, bequest, or otherwise for the uses and purposes of this corporation, any property -- real, personal, or mixed -- of any kind, nature or description.

c. To acquire by purchase, lease, or otherwise; to own, hold, maintain, and improve; to sell, exchange, mortgage, license, lease, or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest, or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administer, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary, or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

j. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members or the public.

l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

m. To establish terms and conditions of membership in the corporation.

n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. Non-Profit Status. This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

7. Classes of Membership. The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

8. Registered Agent. This corporation appoints JOSEPH A. GANCI, 51 Woodhollow Lane, Palm Coast, Florida 32164, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Secretary of State, Division of Corporations, of a statement in accordance with F.S. 617.1509.

9. Known Place of Business. The known place of business of the corporation shall be: 51 Woodhollow Lane, Post Office Box 350134, Palm Coast, FL 32125-0134 and at such other places as from time to time may be selected by the Board of Directors.

10. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

JOSEPH A. GANCI, 51 Woodhollow Lane, Palm Coast, FL 32164
JOHN CARRA, 26 Woodbury Drive, Palm Coast, FL 32134
SUZANNE M. SUSKO, 13 Flaming Court, Palm Coast, FL 32137

BETSY LEE, 544 Woodchase Drive, St. Augustine, FL 32086

The Board of Directors shall have full power to adopt, alter, and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

11. Incorporators. The name and address of the undersigned incorporator is:

JOSEPH A. GANCI
51 Woodhollow Lane
Palm Coast, Florida 32164

All powers, duties, and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Florida Secretary of State. Division of Corporations for filing.

12. Indemnification of Officers, Directors, Employees, and Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees, and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee, or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee, or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer, employee, or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, or with gross negligence, or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully, or with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

13. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this

corporation be changed, and Articles 5 and 12 hereof shall not be altered or amended in any manner or way whatsoever.

14. The Corporation shall commence business upon the filing of these Articles with the Florida Secretary of State.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation this February 19, 2000.

Joseph A. Ganci {LS}
JOSEPH A. GANCI

STATE OF FLORIDA
COUNTY OF FLAGLER

SS

Acknowledgment: On this 19 day of February 2000, before me a Notary Public, personally appeared JOSEPH A. GANCI, known to me to be (or satisfactorily proven to me to be) the person whose name is subscribed to this instrument and acknowledged that he executed the same..

Notary Expiration Seal



Kalman R Lee
My Commission CC779159
Expires September 29, 2002

Kalman R Lee

Signature of Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

JOSEPH A. GANCI, of 51 Woodhollow Lane, Palm Coast, Florida 32164 who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of THE MILLENNIUM ART GUILD AT PALM COAST, INC., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that his office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

DATE: February 19, 2000

Joseph A. Ganci
JOSEPH A. GANCI

17:13:00
00 MAY -9 AM 10:17
NOTARY PUBLIC
STATE OF FLORIDA