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LAW OFFICES

WILSON, JOHNSON & JAFFER, P.A.

FILED

27 SOUTH ORANGE AVENUE

SUITE ONE

SARASOTA, FLORIDA 34236

00 MAY 24 PM 3: 30

CLYDE H. WILSON (1908-1994)

ROBERT M. JOHNSON

CLYDE H. WILSON, JR.

JOHN S. JAFFER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (941) 955-5800
FAX (941) 955-7353
E-MAIL: wilson@lawsites.com

May 19, 2000

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

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-05/24/00--01071--002
****122.50 *****78.75

To Whom It May Concern:

We are enclosing Articles of Incorporation of ARTISTS AT WORK FOR EVERYONE, INC.
and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,

Robert M. Johnson

Robert M. Johnson

Encl: Check \$122.50
Articles of Inc., in duplicate

artlet.sec

Robert Johnson GAVE
ARTICLES TO
Faxed New 1st pg -
Article III - # of directors
DATE
DO NOT SIGN

PH 6/2

ARTICLES OF INCORPORATION

OF

ARTISTS AT WORK FOR EVERYONE, INC.
A Florida Not-For-Profit Corporation

FILED

00 MAY 24 PM 3: 30

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: **ARTISTS AT WORK FOR EVERYONE, INC.**; and the initial principal address of the corporation is: 1605 Main Street, Suite 1100, Sarasota, Florida 34236.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

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

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

1. To promote, foster and encourage oral and written communication through poetry, prose and performance; to promote this discipline in collaboration with other arts; to foster education programs and preserve the art form.

2. To operate exclusively for charitable and educational purposes within the

meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

3. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

4. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

5. To increase public awareness of performed prose and poetry as an art form through programs, social functions, activities, projects and events.

6. 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 herein. No substantial part of the activities of the corporation shall be the carrying on of 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 provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article III.

ARTICLE IV

POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, in other States, in the District of Columbia, in the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE V

MEMBERSHIP

The qualifications for members and the manner of their admission are that any persons including individuals, families, and corporations with an interest in the purposes of the corporation shall become a member in a manner as provided in the By-Laws.

ARTICLE VI

REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 1605 Main Street, Suite 1100, Sarasota, Florida 34236, and the registered agent at such address is: **MICHAEL R. PENDER, JR.**

ARTICLE VII

DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than three (3) and no more than five (5) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The names and addresses of each incorporator are:

MICHAEL R. PENDER, JR.
1605 Main Street, Suite 1100
Sarasota, Florida 34236

ARTICLE IX

OFFICERS

Section 1: The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	MICHAEL R. PENDER, JR. 1605 Main Street, Suite 1100 Sarasota, Florida 34236
Secretary Treasurer	MICHAEL R. PENDER, JR. 1605 Main Street, Suite 1100 Sarasota, Florida 34236

ARTICLE X

BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

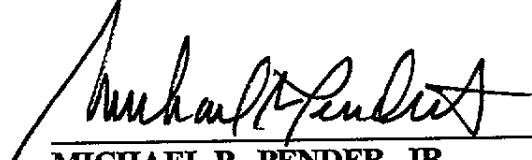
ARTICLE XI

AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a two-thirds vote of those present.

Section 2: Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments, by a majority of those present.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 14th day of May, 2000.


MICHAEL R. PENDER, JR.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **ARTISTS AT WORK FOR EVERYONE, INC.**
2. The name and address of the registered agent and office is: **MICHAEL R. PENDER, JR.,**
1605 Main Street, Suite 1100, Sarasota, Florida 34236

SIGNATURE _____

Michael R. Pender, Jr.
MICHAEL R. PENDER, JR.

TITLE Resident Agent

DATE 5-18-07

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.

SIGNATURE _____

Michael R. Pender, Jr.
MICHAEL R. PENDER, JR.

DATE 5-18-07

REGISTERED AGENT FILING FEE: \$35.00