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LAW OFFICES  
OUGHTERSON, SUNDHEIM & WOODS, P.A.

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WM. A. OUGHTERSON  
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August 15, 2000

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

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

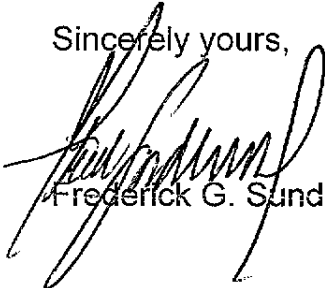
RE: STUART CENTER FOR THE ARTS, INC.

Dear Sirs:

I have enclosed a check in the amount of \$78.75 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation for the above corporation.

Once the Articles have been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,



Frederick G. Sundheim, Jr.

FGS:sn  
Encls.  
S-722B

cc: Mr. Harvey R. Cupaiuoli

FILED  
00 AUG 31 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-20864  
PH 9/1/00

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MARTIN

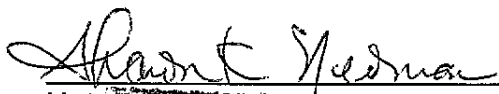
I, HARVEY R. CUPAIUOLI, as President of the Stuart Center for the Arts, Inc., state as follows:

1. He is creating a new non-profit corporation to be named Stuart Center for the Arts, Inc., a Florida non-profit corporation and is filing same with the Division of Corporations as shown on the attached Articles of Incorporation.
2. There will be no further business transacted under his profit corporation called Stuart Center for the Arts, Inc., a Florida corporation.
3. The purpose of this affidavit is to release the name Stuart Center for the Arts, Inc., to be used for the non-profit organization being named as Stuart Center for the Arts, Inc.

Dated this 15 day of August, 2000.

  
HARVEY R. CUPAIUOLI

Sworn to and subscribed before me this 15 day of August, 2000, by HARVEY R. CUPAIUOLI, who is personally known to me or has produced the following identification: \_\_\_\_\_.

  
Notary Public SHARON K. NEWMAN  
MY COMMISSION # CC 630722  
EXPIRES: April 20, 2001  
Bonded Thru Notary Public Underwriters

Printed name of Notary Public

FILED

00 AUG 31 PM 4: 00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**STUART CENTER FOR THE ARTS, INC.**

(a Florida non-profit corporation)

**ARTICLE I. NAME**

The name of this corporation shall be STUART CENTER FOR THE ARTS, INC., a Florida non-profit corporation.

**ARTICLE II. TERM OF EXISTENCE**

The term of existence of the corporation is perpetual.

**ARTICLE III. NATURE OF BUSINESS**

The corporation is organized in order to engage in any lawful purposes not for pecuniary profit. To provide instruction in both fine arts and performance arts.

**ARTICLE IV. PRINCIPAL AND REGISTERED OFFICE**

The street address of the principal office of this corporation in the State of Florida is 333 Tressler Drive, Stuart, FL 34994. The street address of the initial registered office of this corporation in the State of Florida is 333 Tressler Drive, Stuart, FL 34994. The name of the initial registered agent at such address is Harvey Cupaiuoli.

**ARTICLE V. DIRECTORS**

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time by by-laws but shall never be less than two (2) neither shall it be more than five (5).

## ARTICLE VI. INCORPORATORS INITIAL DIRECTORS

The names and street addresses of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Harvey R. Cupaiuoli	333 Tressler Drive Stuart, Florida 34994
Beatrice Rosellini	2128 Olympic Club Circle Palm City, FL 34990
Alicia Chodera	333 Tressler Drive Stuart, Florida 34994

## ARTICLE VII. OFFICERS

The affairs of the corporation shall be managed by officers. Such Officers shall be elected annually on the 1<sup>st</sup> day of October or such other date each year as shall be established by the Board of Directors. The names of the persons who shall serve as Officers until the first election of Officers under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Harvey R. Cupaiuoli	333 Tressler Drive Stuart, Florida 34994	President
Beatrice Rosellini	2128 Olympic Club Circle Palm City, FL 34990	Vice President
Alicia Chodera	333 Tressler Drive Stuart, Florida 34994	S/T

## ARTICLE VIII. MEMBERS

The corporation shall have Members. Members of the Corporation shall be all persons who have paid current and past dues, and who have been approved by the directors for membership.

## ARTICLE IX. BY-LAWS

The Bylaws of the corporation may be made, altered, or rescinded by the Directors of the corporation or by a meeting of members called for that purpose.

## ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

## ARTICLE XI: GENERAL POWERS


The corporation shall be empowered to:

1. Own and convey property;
2. Establish rules and regulations;
3. Assess members and enforce said assessments;
4. Sue and be sued;
5. Contract for services.

IN WITNESS WHEREOF, we have subscribed our names this 15 day of August, 2000.

  
HARVEY R. CUPAIUOLI  
President and Director

ATTEST:

  
Alicia Chodera, Secretary and Director

STATE OF FLORIDA  
COUNTY OF MARTIN

FILED

00 AUG 31 PM 4: 00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 15 day of  
August, 2000, by Harvey R. Cupaiuoli, as President and Director.



*Sharon K. Newman*  
Notary Public  
My Commission Expires:

I, Harvey R. Cupaiuoli, having been designated to act as Registered Agent,  
hereby consent to act in that capacity until removed or my resignation is  
submitted.

*Harvey R. Cupaiuoli*