

NO10000001615

MARKS GRAY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
EST. 1899

FILED

01 MAR -5 PM 2:35

JAMES C. RINAMAN, JR.
H. FRANKLIN PERRITT, JR.
VICTOR M. HALBACH, JR.
GERALD W. WEEDON
NICHOLAS V. PULIGNANO, JR.
WILLIAM M. CORLEY
JEPHTHA F. BARBOUR
SUSAN S. ERDELYI
ROBERT E. BROACH
ALAN K. RAGAN
STEPHEN B. GALLAGHER
L. JOHNSON SARBER, III

DANIEL A. NICHOLAS
ALLISON H. HAUSER
SONYA H. HOENER
EDWARD L. BIRK
KIM L. MCCALL
DARDEN M. YERKES
SUSAN D. KENNEDY
LINDA C. INGHAM
OF COUNSEL
RICHARD P. MARKS (1876-1942)
SAM R. MARKS (1895-1973)
HARRY T. GRAY (1890-1975)
FRANCIS P. CONROY II (1912-1991)
DELBIDGE L. GIBBS (1917-1992)

1200 RIVERPLACE BOULEVARD
SUITE 800
JACKSONVILLE, FLORIDA 32207

POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 398-0900
TELECOPIER (904) 399-8440

EMAIL: DPEARCE@MARKSGRAY.COM

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 28, 2001

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

Re: Brooklyn Arts Center, Inc., a Florida not-for-profit corporation
Our file #15724

200003797522--2
-03/05/01--01048--011
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the Brooklyn Arts Center, Inc., a not-for-profit corporation.

Please file the articles and return a certified copy to me. Our check in the amount of \$78.75 is enclosed.

Thank you for your assistance.

Sincerely,

MARKS GRAY, P.A.

Dorothy Pearce
Dorothy E. Pearce
Paralegal

dep
Enclosures

Daw 3/8/01
8r

FILED

01 MAR -5 PM 2: 35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BROOKLYN ARTS CENTER, INC.**

A Corporation Not for Profit

ARTICLE I

NAME

The name of this corporation is Brooklyn Arts Center, Inc., called the "Center" in these Articles.

ARTICLE II

TERM OF EXISTENCE

The term for which the corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE III

PURPOSE

The purpose and objects of the corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be:

1. To operate non-profit art center facilities in Jacksonville, Florida where artists representing all disciplines are provided facilities in which to work compatible with creating art with the goal of enhancing the education, proficiency and professional development of artists and art appreciation of its members and other artists, and where the public will have an opportunity to observe artists at work, and their art, and to discourse about artistic processes with the goal of enhancing art education and appreciation of the public.

2. Exercise all rights, powers, and privileges and perform all duties of the Center from time to time set forth in these Articles, including the right to enforce all of the provisions of these Articles pertaining to the Association in its own name.

3. Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Center's affairs.

4. Fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

5. Pay all costs, expenses, and obligations lawfully incurred in connection with the Center's affairs including all licenses, taxes, or other governmental charges levied against the Center's property.

6. Borrow money and to mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

7. Contract with others for the performance of the Center's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property.

8. Exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to the exercise of any right, power, or privilege so granted.

9. To raise and solicit such monies, donations, gifts and properties as may be necessary to conduct the purposes and activities for which this organization is incorporated.

ARTICLE IV

SCOPE OF ACTIVITY

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in this Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE V

PROHIBITED ACTIVITIES

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the corporation:

(a) The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

(b) No part of the assets or net earnings of the corporation shall be used ever, nor shall the corporation ever be organized or operated, for purposes that do not exclusively promote educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(c) The corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

(d) At no time shall the corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

(e) No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

(f) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

(i) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

(ii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

(iii) The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

(iv) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(g) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VI

OFFICE AND REGISTERED AGENT

The Center's principal office is located at 403 Park Street, Jacksonville, Duval County, Florida 32204. Mark R. Rinaman, who maintains a business office at that address is hereby appointed the initial registered agent of the Center. Both the Center's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

Each artist occupying space in the Center under a sublease shall be a Member. Associate Membership as a sublessee or any status other than lease-holder, shall be an Associate Member with one vote. Non-voting Associate Membership is also open to artists not occupying space in the Center, and any other interested member of the public, subject to approval of the Board of Directors.

1. Any membership may be terminated for non-payment of dues or assessments or other good cause by majority vote of the Board of Directors.

2. Membership shall not confer any property right in the Center, or any rights after termination of membership.

3. Membership shall not be transferable without the approval of the Board of Directors.

ARTICLE VIII

ORGANIZATION

1. Board of Directors. The Center shall be governed by a Board of Directors which shall be empowered to represent the Center in its dealings with other entities and individuals. The Board shall include the officers of the Center, and not less than a total of three members in such members shall be qualified and elected as provided in the By-Laws of the Center.

2. Officers. The affairs of the Center shall be administered by officers as designated by the By-Laws. The officers of the Center shall include a president, vice president, and a secretary/treasurer. Officers shall be qualified and elected as provided in the By-Laws of the Center.

3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
Mark R. Rinaman	403 Park Street, Ste. 310C Jacksonville, Florida 32204
Alicia Christine Hinrichs	403 Park Street, Ste. 310C Jacksonville, Florida 32204
Oliver John Barakat	403 Park Street, Ste. 310C Jacksonville, Florida 32204

5. Initial Officers. The names and addresses of the offices who shall serve until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are as follows:

<u>Name and address</u>	<u>Office</u>
Mark R. Rinaman 403 Park Street, Ste. 310C Jacksonville, Florida 32204	President
Oliver John Barakat 403 Park Street, Ste. 310C Jacksonville, Florida 32204	Vice President
Alicia Christine Hinrichs 403 Park Street, Ste. 310C Jacksonville, Florida 32204	Secretary/Treasurer

ARTICLE IX

BY-LAWS

The Center's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by a majority vote of the Board of Directors at any regular or special meeting duly called and convened.

ARTICLE X

AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of the Board of Directors.

ARTICLE XI

DISSOLUTION

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Sections 501(c)(3) and (4) of the Internal Revenue Code of 1986, as amended.

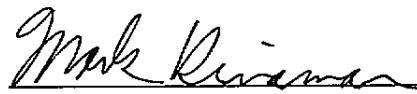
ARTICLE XII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Mark R. Rinaman
403 Park Street, Ste. 310C
Jacksonville, Florida 32204

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of the Center, has executed these Articles of Incorporation this 26th day of FEBRUARY, 2001.


Mark R. Rinaman

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BROOKLYN ARTsCENTER, INC.**

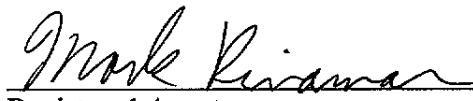
FILED

01 MAR -5 PM 2: 35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 607.034 and 621, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon BROOKLYN ARTsCENTER, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 403 Park Street, Suite 310C, Jacksonville, Florida 32204.

IN WITNESS WHEREOF, I, MARK R. RINAMAN, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 26th day of FEBRUARY, 2001.



Registered Agent

#349974