

NEAL P. PITTS, P.A. 3025

ATTORNEYS AT LAW

80 BONNIE LOCH COURT
ORLANDO, FLORIDA 32806-2908

MAILING ADDRESS:
Post Office Box 512
Orlando, FL 32802

April 2, 2001

Neal P. Pitts

Matthew D. Valdes

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Orlando (407) 841-0444
FAX (407) 422-7145
Osceola Co (407) 870-7749
Lake Co (352) 315-1090

RE: Cezanne, Inc.

Dear Sir:

Enclosed are two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida not for profit corporation now being formed -- **Cezanne, Inc.**

Also enclosed is a lawfirm check in the amount of \$78.75. This check includes payment for the following:

Filing Fee	\$35.00
Registered Agent's Designation	35.00
Certified Copy of Articles	<u>8.75</u>
TOTAL	\$ 78.75

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*****78.75 *****78.75

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned. We are not requesting a certified copy of the Registered Agent's Certificate. Your cooperation in this matter is appreciated.

Very truly yours,

Neal P. Pitts

NPP/iam
Enclosures

W01-8858
W01-8291
g 4/12



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2001

NEAL P. PITTS
80 BONNIE LOCH CT.
ORLANDO, FL 32806-2190

SUBJECT: CEZANNE, INC.
Ref. Number: W01000008858

We have received your document for CEZANNE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 501A00023041

ARTICLES OF INCORPORATION
OF

Cezanne, Inc.

ARTICLE I

CORPORATE NAME

The name of this corporation is Cezanne, Inc.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To fund and promote musical productions, performances, and concerts devoted to the development and presentation of contemporary and biblical Judeo/Christian arts.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

AUTHORIZED CAPITAL STOCK

There shall be no authorized capital stock issued by this corporation.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not more than three (3) persons.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a terms of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 1219 Sidcup Road, Maitland, Florida 32751, on January 14th of each year at 7:00 o'clock p.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name

ADDRESS

Neal P. Pitts

80 Bonnie Loch Court
Orlando, FL 32806

Erica Cezanne Philips,

1219 Sidcup Road
Maitland, Florida 32751

Jeffrey Joseph Philips,

1219 Sidcup Road
Maitland, Florida 32751

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 distribution in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, publishing or distribution of statements any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liability of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and

operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

	<u>Name</u>	<u>Address</u>
Erica Cezanne Philips,	1219 Sidcup Road Maitland, Florida 32751	
Jeffrey Joseph Philips,	1219 Sidcup Road Maitland, Florida 32751	

ARTICLE XI

AMENDMENT OF BY-LAWS

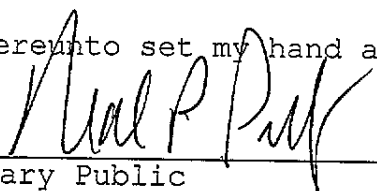
Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

STATE OF FLORIDA

COUNTY OF ORANGE

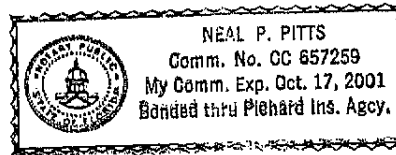
BEFORE ME, the undersigned authority, personally appeared and Erica Cezanne Philips and Jeffrey Joseph Philips, to me personally known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

5th IN WITNESS WHEREOF, I have hereunto set my hand and seal this ..
day of April 2001.



Notary Public
State of Florida at Large

My Commission Expires:



ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 80 Bonnie Loch Court, Orlando, Florida 32806, and the name of its registered agent at said address shall be Neal P. Pitts, Esquire.

ARTICLE XIV

AMENDMENT TO ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

NOW THEREFORE, we, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 3rd day of April 2001.

WITNESSED BY:

James D. Pitts
James D. Pitts

Erica Cezanne Philips
Erica Cezanne Philips,
Subscriber

Jeffrey Joseph Philips
Jeffrey Joseph Philips,
Subscriber

Neal P. Pitts
Neal P. Pitts,
Registered Agent

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

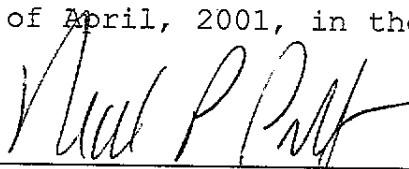
The following is
submitted in compliance
with Chapter 607.037,
Florida Statutes:

Cezanne, Inc., is a not for profit corporation organized under
the laws of the State of Florida with its principal office located
at 1219 Sidcup Road, in the City of Maitland, County of Orange,
State of Florida, zip code 32751, has named Neal P. Pitts, Esq.,
whose business office is located at 80 Bonnie Loch Court, in the
City of Orlando, County of Orange, State of Florida, as its agent
to accept service of process within the State.

ACCEPTANCE;

I agree, as the above identified Registered Agent, to accept
service of process; to keep office open during prescribed hours; to
post my name (and any other officers of said corporation authorized
to accept service of process at the above Florida designated
address) in some conspicuous place in office as required by law.

WITNESS my hand this 3rd day of April, 2001, in the City of
Orlando, State of Florida.



Neal P. Pitts,
Registered Agent

FILED
01 APR 30 PM 2:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE