

THE ARTS PROJECT

NO10000003229

2 March 2001

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

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-03/06/01--01015--008
*****87.50 *****87.50

To Whom It May Concern:

Please find enclosed a signed and duly notarized copy of the Articles of Incorporation for The Arts Project, Inc., along with a check in the amount of \$87.50 as payment of the filing fee, designation of registered agent, certified copy, and certificate of status. Thank you.

Yours sincerely,



Frank M. Wells III
The Arts Project, Inc.

FILED
01 MAY -8 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Frank M. Wells III, Executive Director – Cupie Pearson, Operations Director
101 N Ft Harrison Ave, Clearwater, FL 33755 – 727-639-8070 – arts@theartsproject.org

W001-5320

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 2001

FRANK M WELLS III
101 N FT HARRISON AVE
CLEARWATER, FL 33755

SUBJECT: THE ARTS PROJECT, INC.
Ref. Number: W01000005320

We have received your document for THE ARTS PROJECT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 401A00014322

ARTICLES OF INCORPORATION
OF
THE ARTS PROJECT INTERNATIONAL, INC.

FILED
01 MAY -8 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by the Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I. NAME

The name of the corporation, hereinafter called the "Corporation", shall be THE ARTS PROJECT INTERNATIONAL, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be: 101 North Fort Harrison Avenue, Clearwater, Florida 33755.

ARTICLE III. PURPOSES

The specific purposes for which the Corporation is organized are exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to promote public support and presentation of artistic and cultural events and activities, including visual, performing, and literary arts, and to provide venues for such events.

ARTICLE IV. LIMITATIONS AND RESTRICTIONS

A. No part of the net earning of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no member, Director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. 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 publication or distribution of statements) any campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of the Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

D. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer, or Director of the Corporation or to any private individual.

ARTICLE V. TAX EXEMPT STATUS

It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, and which is other than a private foundation by reason of being described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE VI. TERM

This Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VII. MEMBERS

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

ARTICLE VIII. DIRECTORS

There shall be three initial Directors of the Corporation, as follows:

- Creed Pearson, 101 North Fort Harrison Avenue, Clearwater, Florida 33755
- Qurida Pearson, 101 North Fort Harrison Avenue, Clearwater, Florida 33755
- Frank M. Wells III, 101 North Fort Harrison Avenue, Clearwater, Florida 33755

Said initial Directors shall hold office until their successors are elected and have qualified, or until removed.

ARTICLE IX. OFFICERS

The Officers of the Corporation shall be as provided in the Bylaws.

ARTICLE X. MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE XI. INITIAL REGISTERED AGENT

The initial registered agent of the Corporation shall be: Creed Pearson, located at 101 North Fort Harrison Avenue, Clearwater, Florida 33755.

ARTICLE XII. BYLAWS

The Board of Directors of the Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by vote of two-thirds of all of the Directors.

ARTICLE XIV. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

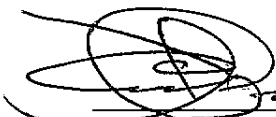
The Corporation shall defend, indemnify, and hold harmless every registered agent, director, or officer, any Executive Director, his or her heirs, executors, and administrators against any liability and against expenses reasonably incurred in connection with any action, suit or proceeding to which such individual or individuals shall be made a party by reason of being or having been a registered agent, director, officer or Executive Director of the Corporation, except with regard to such actions or matters that such individual shall have been finally adjudicated in such action, suit or proceeding to be liable for willful misconduct. The foregoing right shall be exclusive of any other rights to which such individual may be entitled.

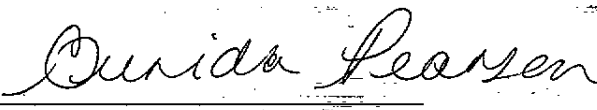
ARTICLE XV. INCORPORATORS

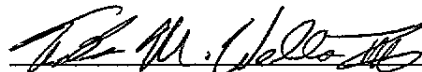
The names and addresses of the Incorporators to the Articles of Incorporation are:

- Creed Pearson, 101 North Fort Harrison Avenue, Clearwater, Florida 33755
- Qurida Pearson, 101 North Fort Harrison Avenue, Clearwater, Florida 33755
- Frank M. Wells III, 101 North Fort Harrison Avenue, Clearwater, Florida 33755

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4 day of May, 2001.


Creed Pearson, Incorporator


Qurida Pearson, Incorporator


Frank M. Wells III, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 4th day of MAY, 2001 by the abovesigned subscribers, who are personally known to me or who have produced a Florida driver's license as identification and who did not take an oath.

Karen D. Pierce, Notary Public, Commission No. 702961



, (Name of Notary typed, printed or stamped)

STATEMENT OF REGISTERED AGENT

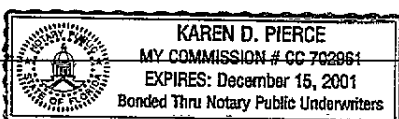
Having been named as registred agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Creed Pearson, Registered Agent 4 May 2001
Date

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 4th day of May, 2001 by the abovesigned registered agent, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

Karen D. Pierce, Notary Public, Commission No. 702961



, (Name of Notary typed, printed or stamped)