

NO 1000007011

ART STOP! INC.
403 Park Street
Jacksonville, FL 32204

February 11, 2000

/ Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100003164151--6
-03/09/00--01075--009
*****78.75 *****78.75

Please accept this check for the registration of ART STOP! INC. as Florida non-profit corporation. The amount of the check includes charges for a certified copy of the Articles of Incorporation.

Thank you,
Bonnie T. Grissett
Bonnie T. Grissett
Treasurer

FILED
2000 MAR -9 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10

W 4174
BC/3/10



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 3, 2001

ART STOP! INC/JAY FOGG
1511 MARGARET ST
JACKSONVILLE, FL 32204

SUBJECT: ART STOP! INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P00000024719) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N01000007011 with the original file date of March 9, 2000.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 801A00055523



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 2000

ART STOP INC/BONNIE GRISSETT
403 PARK ST
JACKSONVILLE, FL 32204

SUBJECT: ART STOP! INC.
Ref. Number: W00000004174

We have received your document for ART STOP! INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

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) 487-6922.

Bobbie Cox
Senior Corporate Section Administrator

Letter Number: 500A00008089

Articles of Incorporation
Of
ART STOP! INC.

FILED
2000 MAR -9 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be: ART STOP! INC.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The principle office is: 403 Park Street, Jacksonville, Florida 32204 and the name of the registered agent is: Angel Passailaigue. The registered office and the principle office are the same.

ARTICLE III - TERM OF EXISTENCE

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida. Specifically, the Corporation shall create, develop and market an arts district in the Five Points and Park & King areas of Jacksonville, Florida.

The purposes for which the Corporation is organized are exclusively charitable and education within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, the corresponding provisions of any future United States Internal Revenue law, Revenue Procedure 96-32, and Revenue Ruling 70-585.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Law.

ARTICLE V - MEMBERSHIP

The qualifications for members and the manner of their admission are: an interest in and commitment to the principles and activities of the Corporation.

ARTICLE VIII – OFFICERS

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

Chair - Angel Passailaigue

Vice Chair/Treasurer - Bonnie Grissett

Secretary - Lisa Rowe Baer

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

ARTICLE IX – BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or repealed in the manner set forth in the Bylaws.

ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the directors present.

ARTICLE VI – NO DISTRIBUTION OF GAIN

This corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual. In the event of dissolution, the residual asset will be turned over to one or more organizations which themselves are exempt as organizations described in 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local Government for exclusive public purpose.

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of 11 members. The Directors shall be appointed by the steering committee. The names and addresses of the Directors are:

Angel Passailaigue
1757 River Road #3
Jacksonville, FL 32207

John Howard
3567 Herschel Street
Jacksonville, FL 32205

T Bonnie Grissett
2918 Yale Avenue
Jacksonville, FL 32210

Lindsay Stump
3603 Riverside Avenue, Apt. 4
Jacksonville, FL 32205

S Lisa Rowe Baer
236 W. 4th Street
Jacksonville, FL 32206

Saundra Howard
3567 Herschel Street
Jacksonville, FL 32205

Jim Overton
117 W. Duval Street
Suite 425
Jacksonville, FL 32202

Mark Rinaman
2207 Forbes Street
Jacksonville, FL 32204

Steve Williams
2141 Park Street
Jacksonville, FL 32205

Stuart B. Evans
1596 Lancaster Terrace
Jacksonville, FL 32204

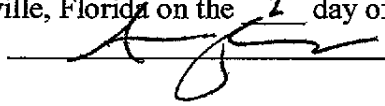
Jim Draper
4251 Marquette Avenue
Jacksonville, FL 32210

ARTICLE XI

INCORPORATOR: The name and address of the Incorporator is:

Angel Passailaigue
403 Park Street
Jacksonville, FL 32204

The undersigned being the sole incorporator above names, signs and acknowledges these Articles of Incorporation in Jacksonville, Florida on the 2 day of February ~~1999~~ 2000

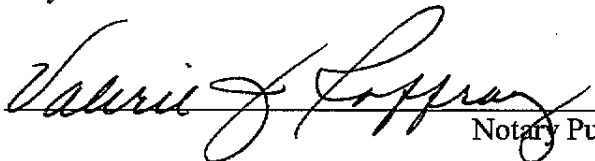


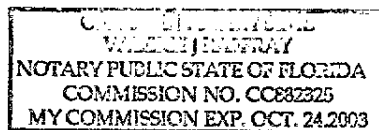
**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME: the undersigned authority, personally appeared Angel Passailaigue who is to me known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for uses and purposes therein mentioned and set forth.

THE FOREGOING instrument was acknowledged and sworn before me this 2nd day of FEBRUARY ~~1999~~ ²⁰⁰⁰, by Angel Passailaigue.

IN WITNESS THEREOF, I have hereunto set my hand and my official, at Jacksonville in said County and State.


Notary Public



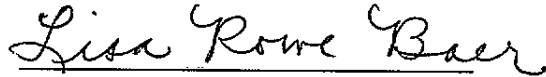
Certificate of Designation of Place of Business
Or Domicile for the Service of Process within Florida
Naming agent upon whom process may be served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Art Stop! Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named:

Angel Passailaigue
403 Park Street
Jacksonville, FL 32204

as its agent to accept service of process within Florida.



Lisa Rowe Baer

Secretary

Date 1-13-00

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Angel Passailaigue

Date 2-2-00

FILED
2000 MAR -9 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA