

NO10000007414

CECILE M. SCOON
ATTORNEY AT LAW

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850-769-7825

FAX: 850-785-5124

25 E. 8th Street
PANAMA CITY,
FLORIDA 32401

September 28, 2001

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
01 OCT 18 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: CECILE M. SCOON HOUSE OF ART, INC.

To whom it may concern:

Enclosed please find the original and a copy of the Articles of Incorporation and Certificate Designating Place of Business along with a check for \$122.50. Should you have any questions please feel free to contact me or my legal assistant, Pauletta Owens. Thank you.

Sincerely,



Cecile M. Scoon

CMS/gms

Enclosures

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7/20/01
10/18/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2001

CECILE M. SCOON, ESQUIRE
25 E 8 ST
PANAMA CITY, FL 32401

SUBJECT: CECILE M. SCOON HOUSE OF ART, INC.
Ref. Number: W01000022891

We have received your document for CECILE M. SCOON HOUSE OF ART, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

By whom are the directors elected?

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 501A00055515

FILED

01 OCT 18 AM 9:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CECILE M. SCOON HOUSE OF ART, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Law of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

Article I - Name of Corporation.

The name of this corporation shall be CECILE M. SCOON HOUSE OF ART, INC.

Article II - General Nature of Business.

The purpose of this corporation is to provide opportunities for the entire community to learn about, display, and market art with a special interest in educating children and creative people who are not formally trained in the arts, and other lawful purposes.

Article III - Powers

The corporation shall have all of the statutory powers of a corporation not for profit.

Article IV - Members

The members of this corporation shall consist of the incorporators to these articles and such other persons as shall hereafter be determined by the members. The membership in the corporation shall continue until such time as the respective members

specific terms expire. Each member shall be entitled to one vote, except that in the case of a tie vote, the tie will be broken in the manner set forth in the By-Laws of the corporation.

Article V - Existence

This corporation shall exist perpetually unless dissolved according to law.

Article VI - Registered Office and Registered Agent

The registered office of the corporation shall be at 25 E. 8th Street, Panama City, Florida 32401, and the registered agent at that address shall be Cecile M. Scoon. The principal place of business shall be 25 East 8th Street, Panama City, Florida 32401

Article VII - Number of Directors

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the By-Laws and elected at the annual meeting.

Article VIII - Manner of Election of Directors

The directors shall be elected by the members of the corporation as stated in the bylaws.

Article IX - First Board of Directors

The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

**President/Treasurer
Cecile M. Scoon
512 Bunker Cove Rd.
Panama City, FL 32401
SS # 578-90-4009**

**Vice President
Alvin L. Peters
512 Bunker Cove Rd.
Panama City, FL 32401
SS# 225-94-2090**

**Secretary
Glen M. Spicer
70 N. Wall St.
Panama City Beach, FL 32413
SS# 060-58-9743**

Article X - By-Laws

**The By-Laws of the corporation shall be adopted by the Board of Directors
and may be altered, amended or rescinded in the manner provided by the By-Laws.**

Article XI- Incorporator

**The names and street addresses of the incorporator of these Articles of
Incorporation are:**

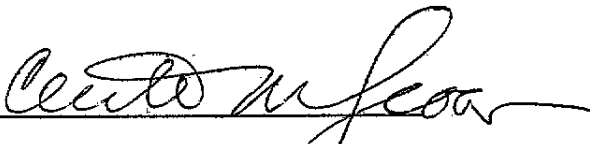
**Cecile M. Scoon
512 Bunker Cove Rd.
Panama City, FL 32401**

Article XII - Amendments

The corporation reserves the right to amend, alter, change or repeal any

provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

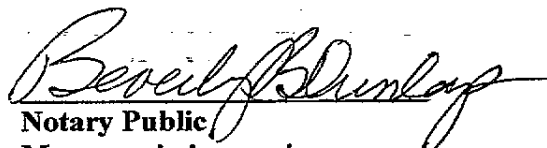
IN WITNESS WHEREOF, the undersigned incorporators to these Articles of Incorporation have set their hands and seals this 12th day of October, 2001.


Cecile M. Scoon, Incorporator
President of the Board of Directors
Treasurer

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Cecile M. Scoon w/Driver's License to me well known to be the individuals described in and who executed the foregoing articles of incorporation, and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid, this 12th day of October, 2001.


Notary Public
My commission expires:



Beverly B. Dunlap
MY COMMISSION # CC877863 EXPIRES
November 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

01 OCT 18 AM 9:02

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT CECILE M. SCOON HOUSE OF ART, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF 25 East 8th Street, Panama City,
STATE OF Florida, HAS NAMED CECILE M. SCOON, LOCATED AT 25 East 8th Street,
CITY OF Panama City, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE



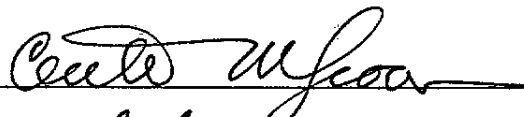
TITLE President of the Board

DATE

12 October 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY 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.

SIGNATURE



DATE

12 October 2001