

NO 1000008117 ORIGINAL ATTACHED

Because...WE LOVE YOU Arts Inc.

1756 St. Johns Bluff Road N. Jacksonville, Florida 32225

November 13, 2001

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

900004678499--8  
11/14/01 01043-010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: because...WE LOVE YOU, Arts, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for filing fee, certified copy and certificate of incorporation.

FROM: W. Harvey Williams

1756 St. Johns Bluff Road North

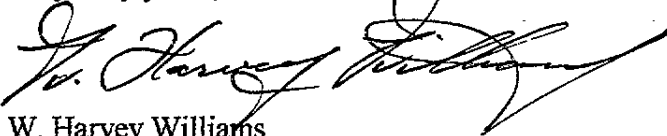
Jacksonville, Florida 32225

Phone no: (904) 565-0057

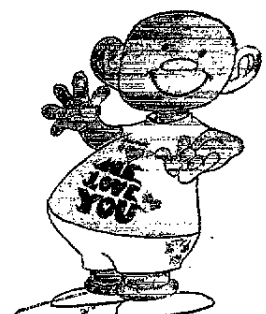
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01 NOV 14 PM 2:25  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your timely processing of the incorporation of this nonprofit corporation.

Very truly yours,



W. Harvey Williams  
Incorporator



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BECAUSE WE LOVE YOU ARTS, INC.**  
**(A CORPORATION NOT FOR PROFIT)**

In order to form a corporation with the provisions of Chapter 617, Florida Statutes, relating to formation of corporations not for profit, the undersigned incorporator, does hereby form a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective, the incorporator does hereby make, adopt and subscribe these Articles of Incorporation, to wit:

**ARTICLE I. Name and Location of Corporation**

The name of the Corporation shall be **because...WE LOVE YOU Arts, Inc.**, with the principal place of business and mailing address at 1756 St. Johns Bluff Road N., Jacksonville, Florida 32225.

**ARTICLE II. Purposes**

The purposes of the Corporation, organized exclusively for charitable purposes, shall be to promote public awareness of, and encourage participation in, the performing arts and other related entertainment activities; to support artistic and theatrical endeavors; to present performances, productions and other special events to showcase talent, and to develop, establish and operate professional and amateur performing arts troupes, an academy of entertainment arts, and a multi-cultural oriented community theatre.

**ARTICLE III. Powers**

The Corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of the Corporation, and, in general, to possess all rights, privileges and instruments, and enjoy all benefits granted to Corporations of similar character under the laws of the State of Florida, including, but not limited to, the power to make and enter into contracts, receive and disburse funds granted or loans by federal, state, or private agencies or organizations and administer such programs as are necessary in the furtherance of its corporate purposes.

**ARTICLE IV. Assets and Revenues**

All assets, revenues, and income, if any, of the Corporation shall be used exclusively in furtherance of corporate purposes as outlined above, including the payment of expenses incident thereto. No part of the revenues or income, if any, of the Corporations shall inure to the benefit of any private person, entity or individual.

No part of the revenues or income, if any, of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, directors 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 distributions in furtherance of the purposes set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 ( c ) (3) of the Internal Revenue Code of 1986, as amended (or any other future United States Internal Revenue Law).

**ARTICLE V. Membership**

Until the admission by the directors of other members of the Corporation, the directors shall be the members of the Corporation for purposes of any statute or rule of law relating to corporations. The directors shall determine the qualifications of members and the procedures for admission, voluntary withdrawal, censure, suspension, and termination of members. The directors shall also determine the fees and dues of members and the rights of members or classes of members, if any, or their elected representatives or delegates to vote. The membership will be governed in accordance with the Corporation's Bylaws.

**ARTICLE VI. Term of Existence**

The Corporation shall exist in perpetuity.

**ARTICLE VII. Board of Directors**

The capacity and authority of the Corporation shall be exercised, its business and affairs conducted and its property controlled by the Board of Directors, except as otherwise provided in amendments to these Articles of Incorporation or Chapter 617, Florida Statutes or any federal income tax regulations under Section 501 ( c ) (3) of the Internal Revenue Code of 1986, as amended (or any other future United States Internal Revenue Law). Members of the Board shall be elected by the membership of the Corporation every year at a meeting as set forth in the Bylaws according to the manner prescribed in the Bylaws. The Board shall consist of at least five (5), but no more than eleven (11) members.

**ARTICLE VIII. Elected Officers**

The Board of Directors shall elect a President, Vice President, Treasurer and Secretary. Said officers shall have the rights and duties of directors of a corporation under Chapter 617, Florida Statutes. The Board of Directors may from time to time create such offices and appoint such other officers, subordinate officers, and assistant officers, as it may determine. All officers shall be chosen from among the members of the Board of Directors and must be members of the Corporation in good standing. All legal instruments of the Corporation shall be executed by the President and the Secretary or Treasurer.

The initial members of the Board of Directors of this Corporation are:

| <u>Name</u>        | <u>Address</u>   | <u>Title</u> |
|--------------------|--|--------------|
| W. Harvey Williams | 1756 N. St. Johns Bluff Road<br>Jacksonville, Florida 32225      | President    |
| Michael E. Leigh   | 7740 Southside Boulevard Apt. 201<br>Jacksonville, Florida 32256 | Treasurer    |
| Kera R. Washington | 1717 County Road 220 Apt. 4108<br>Jacksonville, Florida 32073    | Secretary    |

**ARTICLE IX. Bylaws**

For the governance of its actions, the Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter the Bylaws may be altered or rescinded at any meeting of the Board of Directors upon the vote of a majority of members of a quorum present and voting, who deem it necessary, providing notice has been given of such change as prescribed in the Bylaws.

**ARTICLE X. Initial Registered Agent and Street Address**

The initial Registered Agent for the Corporation is W. Harvey Williams and the address for the Registered Agent is 1756 N. St. Johns Bluff Road, Jacksonville, Florida 32225.

ARTICLES OF INCORPORATION

because...WE LOVE YOU Arts, INC.

ARTICLE XI. Incorporators

The name and address of the Incorporator of these Articles of Incorporation is as follows:

W. Harvey Williams  
1756 N. St. Johns Bluff Road  
Jacksonville, Florida 32225

ARTICLE XII. Distribution Upon Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, transfer all of the assets of the Corporation to any organization or organizations organized and operated exclusively for charitable, educational, 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 of 1986, as amended, or an organization or organizations, contributions to which are deductible under Section 170 ( c ) ( 1 ) or ( 2 ) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

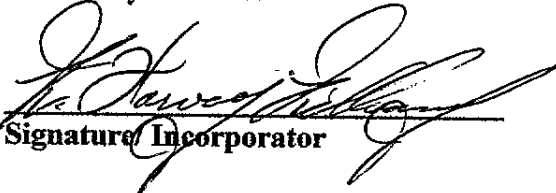
ARTICLE XIII. Amendments

These Articles of Incorporation may be amended by three-fourths (3/4) of the members of the Corporation when deemed necessary, providing proper notification of the change in advance of the meeting as stated in the Bylaws. Upon approval of any changes, such amendment(s) must also be forwarded to the Secretary of State of Florida for filing and approval before the same shall be effective.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of

Incorporation this 13<sup>th</sup> day of November, 2001.

W. Harvey Williams

  
Signature Incorporator

11-13-01  
Date

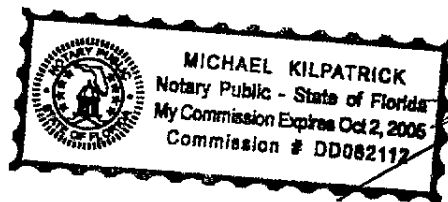
ARTICLES OF INCORPORATION

because...WE LOVE YOU Arts, INC.

STATE OF FLORIDA  
COUNTY OF DUVAL

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of November 2001 by W. HARVEY WILLIAMS, who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 13<sup>th</sup> day of November 2001.



*[Signature]*  
Notary Public

## REGISTERED AGENT CERTIFICATE

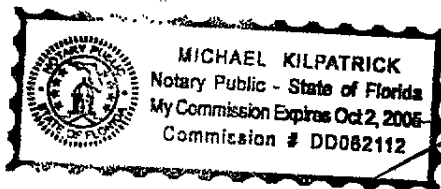
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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

W. HARVEY WILLIAMS

  
Signature/Registered Agent11-13-01  
DateSTATE OF FLORIDA  
COUNTY OF DUVAL

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of November 2001 by W. HARVEY WILLIAMS, who personally appeared before me and who did take an oath, acknowledging that he is the Registered Agent for **because...WE LOVE YOU Arts, Inc.**, said Registered Agent's Office being 1756 N. St. Johns Bluff Road, Jacksonville, Florida 32225.

WITNESS my hand and official seal in the State and County last aforesaid, this 13<sup>th</sup> day of November 2001.

  
Notary Public

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA