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January 2, 2002

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

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-01/04/02--01042--011
*****78.75 *****78.75

RE: Chartered Arts, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 to file the enclosed Articles of Incorporation (original and one copy enclosed). If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Anchors, Foster, McInnis & Keefe, P.A.

Michelle Anger

Michelle Anchors

MA:slb
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 29 AM 8:20

STATE
OPERATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 8, 2002

ANCHORS, FOSTER, MC INNIS & KEEFE, P.A.
909 MAR WALT DR., SUITE 1014
FT. WALTON BCH, FL 32547-6711

SUBJECT: CHARTERED ARTS, INC.
Ref. Number: W02000000582

We have received your document for CHARTERED ARTS, 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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 502A00000962

ARTICLES OF INCORPORATION

OF

CHARTERED ARTS, INC.

(A Florida Corporation Not-For-Profit)

FILED
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DIVISION OF CORPORATIONS
02 JAN 29 AM 8:21

ARTICLE I - NAME

The name of this corporation is CHARTERED ARTS, INC., (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III - PURPOSE

The specific purposes for which this not-for-profit corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. This Corporation is organized on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE IV - MEMBERSHIP

Membership in the Corporation shall be established and regulated by the By-Laws of the Corporation.

**ARTICLE V - INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation is 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32548. The street address of the initial registered office of the Corporation is 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32548 and the initial registered agent of the Corporation at that address is Susan O'Connell..

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). The Directors shall be elected by the membership of the Corporation at its annual meeting or as prescribed in the By-Laws. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Susan O'Connell	230 Miracle Strip Parkway, SE Fort Walton Beach, Florida 32548
Linda S. Crane	230 Miracle Strip Parkway, SE Fort Walton Beach, Florida 32548
Mary T. O'Connell	230 Miracle Strip Parkway, SE Fort Walton Beach, Florida 32548
John M. Fawcett, Jr.	230 Miracle Strip Parkway, SE Fort Walton Beach, Florida 32548

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is as follows: Susan O'Connell, 230 Miracle Strip Parkway, SE, Fort Walton Beach, Florida 32548.

ARTICLE VIII - BY-LAWS

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds ($\frac{2}{3}$) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE IX - POWERS

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a

party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE X - AMENDMENT OF ARTICLES

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds ($\frac{2}{3}$) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE XII - CHARITABLE RESTRICTIONS AND LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or participation in, or intervening in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office.

C. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

- (i) a not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,
- (ii) any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,
- (iii) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this Corporation, all of its assets, remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17th day of January, 2002 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

WITNESSES:

[Signature]
Print Name: LINDA M. WILKINSON

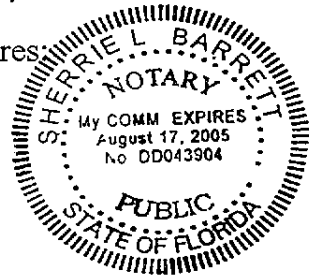
[Signature]
SUSAN O'CONNELL

[Signature]
Print Name: Sherrie L. Barrett

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 17th day of January, 2002, by SUSAN O'CONNELL who is personally known to me.

[Signature]
NOTARY PUBLIC
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

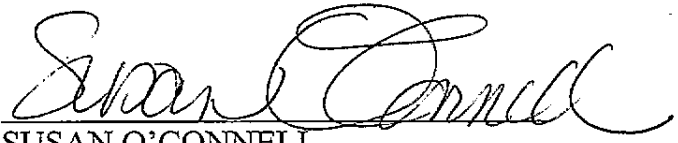
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 29 AM 8:21

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

CHARTERED ARTS, INC. (the "Corporation"), desiring to organize as a not-for-profit corporation under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation at 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32569, has named SUSAN O'CONNELL, located at 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32569, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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.


SUSAN O'CONNELL