

N02000001524

Winter Springs Festival of the Arts, Inc.

1040 Elk Court North

Winter Springs, Florida 32708

February 8, 2002

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

RE: Formation of Corporation

Dear Sir:

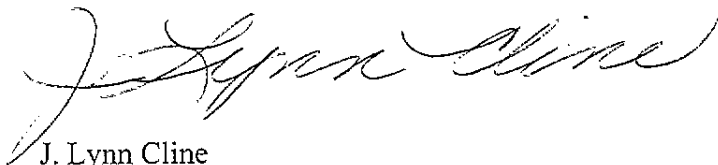
Please find enclosed articles of incorporation, which we request that you file.

Enclosed is a check for the payment of the filing fee of \$78.75.

Please return the acknowledgment and certified copy to the address above.

Thank you for your assistance.

Very truly yours,



J. Lynn Cline
Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -4 PM 2:57

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 2002

J. LYNN CLINE
1040 ELK CT. NORTH
WINTER SPRINGS, FL 32708

SUBJECT: WINTER SPRINGS FESTIVAL OF THE ARTS, INC.
Ref. Number: W02000004601

We have received your document for WINTER SPRINGS FESTIVAL OF THE 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: 602A00009611

**ARTICLES OF INCORPORATION
OF
WINTER SPRINGS FESTIVAL OF THE ARTS, INC.**

The undersigned, acting as Incorporator of this nonprofit corporation, Winter Springs Festival of the Arts, Inc., adopts the following Articles of Incorporation for such nonprofit corporation in compliance with Chapter 617, Florida Statutes, (Not for Profit).

Article I Name

The name of the corporation shall be:

WINTER SPRINGS FESTIVAL OF THE ARTS, INC.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be:

1040 Elk Court North, Winter Springs, Florida 32708.

Article III Purpose

The purpose for which the corporation is organized is to hold the annual Winter Springs Festival of the Arts. A three day festival where fine artists can show their art work and members of the community can come and drink, be merry and see the artists' work.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

The corporation is to be a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Florida Statutes for charitable purposes. Such purposes for which the corporation is organized are exclusively charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Article IV Manner of Election

The manner in which the directors are elected or appointed:

The members of the board of directors shall be the immediate past president, current officers of the Festival, and elected directors, as provided for from time to time in the Festival's Bylaws.

All the officers and directors shall be members in good standing of the Festival. The officers and elected directors of this Festival, excluding the immediate past president, shall be elected by the members of the Festival at an annual election meeting as outlined in the Festival's Bylaws.

The term of office of officers and directors shall be as provided for in the Festival's Bylaws, from time to time, however, no term of office shall exceed a three year period.

An officer or director may be elected or reelected to the same or different office or directorship.

Article V Initial Directors

The name and address of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are:

J. Lynn Cline	1040 Elk Court North	Winter Springs, Florida 32708
Julia Friedman	101 Cayle Avenue	Longwood, Florida 32750
Jonne Sparrow	410 Terrace Drive	Oviedo, Florida 32765

FILED STATE
SECRETARY OF CORPORATIONS
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Article VI Initial Registered Agent and Street Address

The name and address of the register agent of this corporation is as follows:

J. Lynn Cline 1040 Elk Court North Winter Springs, Florida 32708

Article VII Incorporator

The name and address of the incorporator of this corporation is as follows:

J. Lynn Cline 1040 Elk Court North Winter Springs, Florida 32708

Article VIII Dissolution

Upon the dissolution and winding up of the corporation, after paying or adequately providing for its debts and obligations, its remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Article IX Prohibited Activities

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. 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.

The corporation is not organized, and shall not be operated, for pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to its members or to any private individual or organization, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

The property, assets, profits, and net income of the corporation are dedicated irrevocably to the purposes set forth in Article III above. No part of the profits or net income of the corporation shall ever inure to the benefit of any director, trustee, officer, or member of the corporation, or to the benefit of any private individual.

Article X Membership, and Operation

The corporation anticipates having members. Any person of legal majority may be granted membership in this Festival.

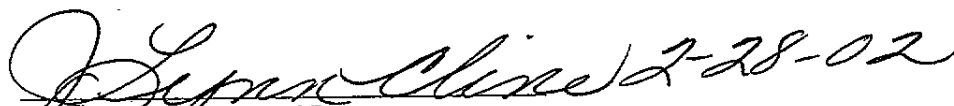
The members of the Festival shall adopt a Constitution and Bylaws providing for the operation of the Festival.

The rights, privileges, and obligations of each member shall be as outlined in the Festival's Bylaws.

The members of the Festival, may from time to time, amend the Festival's Constitution and Bylaws.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent and Date


Signature/Incorporator and Date