

PHILIP L. LOGAS, P.A.  
34 EAST PINE STREET  
ORLANDO, FLORIDA 32801

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**No 2000002818**

April 1, 2002

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-04/02/02--01040--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

Via Federal Express

**Re: Articles of Incorporation  
TKKC, Inc.**

Dear Sir/Madam:

Enclosed please find the following:

1. The original Articles Of Incorporation for TKKC, Inc.
2. A copy of the Articles Of Incorporation for TKKC, Inc.
3. My client's check in the amount of \$70.00 for filing of same payable to the Secretary of State.
4. A self addressed return stamped envelope so that you may return the stamped copy to me.

FILED  
02 APR 17 PM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

  
PHILIP L. LOGAS

PLL/  
Enclosures

202-9961

4-17-02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 9, 2002

PHILIP L. LOGAS, P.A.  
34 EAST PINE STREET  
ORLANDO, FL 32801

SUBJECT: TKKC, INC.  
Ref. Number: W02000009961

We have received your document for TKKC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 002A00021043

ARTICLES OF INCORPORATION

OF

TKKC, INC.

A Corporation Not-For-Profit

We, the undersigned subscribers, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:

TKKC, Inc., and it shall be located at 1410 Cardinal Road, Orlando, Florida 32803

02 APR 17 PM 6:20  
SECRETARY OF STATE  
OFFICE OF THE  
CLERK OF THE  
SUPREME COURT

FILED

ARTICLE II. PURPOSES

a) The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

b) The purposes of the Corporation are, and shall be, to establish and operate an art school or schools that provide free art classes to low income, high risk children of middle school age, as well as residents of retirement communities in the downtown Orlando area and/or other high need areas. To also establish a not for profit art gallery or galleries where the revenues are used to support the aforementioned schools. To host fundraising events for the benefit of the schools and galleries.

Notwithstanding any other provisions of these Articles of Incorporation, 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 the United States

(the "Code") or the corresponding provisions of any subsequently enacted provisions of the Code.

### ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the Board of Directors of the corporation and their successors in office.

### ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

### ARTICLE V. BOARD OF DIRECTORS

a) The business of the Corporation shall be managed by a Board of Directors consisting of four (4) Directors. The members of the Board of Directors, subsequent to the initial Board of Directors, shall be appointed in accordance with the Bylaws of the Corporation.

b) A quorum to conduct a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof. The powers of the Directors, terms of office and manner of selection shall be delineated in the Bylaws of the Corporation.

c) The initial Board of Directors shall consist of the following Directors:

Cinthia B. Satornino	1410 Cardinal Road Orlando, Florida 32803
Tina Blundell	111 Prince Place Sanford, Florida 32771
Katherine Heatley	7065 Balboa Drive Orlando, Florida 32818
Kristen Fisher	2526 South Conway Road

Apartment 204  
Orlando, Florida 32812

ARTICLE VI. OFFICERS

a) The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, a Chief Executive Officer, and such other officers as the Board of Directors may, from time to time, appoint.

b) The initial officers of the Corporation shall consist of the following:

<u>CINTHIA SARDENINO</u>	Chairperson
<u>KATHERINE HEATLEY</u>	Vice Chairperson
<u>KRISTEN FISHER</u>	Secretary
<u>TINA BLUNDELL</u>	Treasurer
<u>CINTHIA SARDENINO</u>	Chief Executive Officer

#### ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the Corporation shall inure to the benefit or be distributable to its members, Directors, 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 herein set forth.

#### ARTICLE VIII. POLITICAL ACTIVITY

No 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 or in opposition to any candidate for public office.

#### ARTICLE IX. BY-LAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

#### ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to by majority vote of the Board of Directors.

#### ARTICLE XI. DISSOLUTION

The Board of Directors of the Corporation, by majority vote of all of the Directors may dissolve the Corporation.

## ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all of its assets and properties then on hand, if any, shall be distributed to Boys & Girls Club of Central FLA be not then in existence, or in the event it does not then qualify as an exempt organization under Section 501(c)(3) of the Code as the same may be amended, the said assets and properties of the Corporation shall, at the direction of the Board of Directors, be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code.

## ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the director being or having been a Director of or an officer of the Corporation, or a trustee or director or officer of any other corporation which the Director serves as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director at trial or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of the Director's duty to the Corporation.

The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his or her capacity as Director or as an officer of the Corporation, or in the capacity of a trustee, director or officer of any other Corporation which the Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action

was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable ground for belief that such action was unlawful.

#### ARTICLE XIV - INCORPORATORS

We, the undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a not-for-profit corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set our hands and seals at Orlando, Florida, this 14 day of March, 2002.

#### Address

Cinthia B. Saturnino	1410 Cardinal Road Orlando, Florida 32803
Tina Blundell	111 Prince Place Sanford, Florida 32771
Katherine Heatley	7065 Balboa Drive Orlando, Florida 32818
Kristen Fisher	2526 South Conway Road Apartment 204 Orlando, Florida 32812

#### ARTICLE XV - INITIAL REGISTERED AGENT AND OFFICE


The initial registered agent and the street address of the initial registered office of this corporation are:

Philip L. Logas, Esq.  
34 E. Pine Street,  
Orlando, Florida 32801



IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14<sup>th</sup> day of March, 2002.

 (SEAL)  
CINTHIA B. SATORNINO

 (SEAL)  
TINA BLUNDELL

 (SEAL)  
KATHERINE HEATLEY

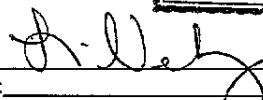
 (SEAL)  
KRISTEN FISHER

STATE OF FLORIDA  
COUNTY OF ORANGE

THIS INSTRUMENT WAS ACKNOWLEDGED before me this 14<sup>th</sup> day of March, 2002, by CINTHIA B. SATORNINO. She :

- ☒ is personally known to me  
☐ produced a Florida Driver's License as identification  
☐ produced \_\_\_\_\_ as identification;  
and did not take an oath.



  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ORANGE

THIS INSTRUMENT WAS ACKNOWLEDGED before me this 14<sup>th</sup> day of March, 2002, by TINA BLUNDELL. She :

- ☒ is personally known to me  
☐ produced a Florida Driver's License as identification  
☐ produced \_\_\_\_\_ as identification;  
and did not take an oath.



Print Name: R. Velazquez

Notary Public, State of Florida

My Commission Expires:

**STATE OF FLORIDA  
COUNTY OF ORANGE**

**THIS INSTRUMENT WAS ACKNOWLEDGED** before me this 14<sup>th</sup> day of March, 2002, by **KATHERINE HEATLEY**. She :

- ☒ is personally known to me  
☐ produced a Florida Driver's License as identification  
☐ produced \_\_\_\_\_ as identification  
and did not take an oath.



Print Name: R. Velazquez

Notary Public, State of Florida

My Commission Expires:

**STATE OF FLORIDA  
COUNTY OF ORANGE**

**THIS INSTRUMENT WAS ACKNOWLEDGED** before me this 14<sup>th</sup> day of March, 2002, by **KRISTEN FISHER**. She :

- ☒ is personally known to me  
☐ produced a Florida Driver's License as identification  
☐ produced \_\_\_\_\_ as identification  
and did not take an oath.



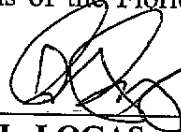
Print Name: R. Velazquez

Notary Public, State of Florida

My Commission Expires:

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

  
\_\_\_\_\_(SEAL)  
**PHILIP L. LOGAS**