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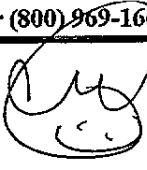
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Profit

1.) Seaside Community Foundation for Culture and Education, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
SEASIDE COMMUNITY FOUNDATION FOR CULTURE AND EDUCATION, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not for Profit Corporation Act (the "**Act**"), as follows:

**I.
Name**

The name of the Corporation is **SEASIDE COMMUNITY FOUNDATION FOR CULTURE AND EDUCATION, INC.**

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Dissolution**

Upon dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed to entities qualifying under Section 501(c)(3) or (6) of the Internal Revenue Code of 1954, as amended, or to the State of Florida, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the Corporation will be distributed to or for the benefit of any member, officer or director of the Corporation or to any other individual; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

**IV.
Principal Office**

The principal office and mailing address of the Corporation is 30 Somolian Circle, Santa Rosa Beach, Florida 32459.

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V.
Purposes

The purposes for which the Corporation is formed are to:

- Promote a vital cultural life in the community for the benefit of residents and visitors alike;
- Strengthen the artistic and cultural education of our young people;
- Encourage and support the development of the Resident Institutions that provide valuable cultural and educational opportunities;
- Encourage and support the creativity and competence in the arts;
- Encourage environmental education programs and encourage the celebration of the community's history;
- Encourage and support cultural and educational programs that make Seaside a desirable tourist destination; and
- any and all other lawful business.

VI.
Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director or officer of the Corporation, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) of the Code and specified in Article III above. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

VII.
Directors

The Corporation will have three (3) directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors

may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Billie Buzzett | 216 Forest Street Santa Rosa Beach, Florida 32459 |
| Marsha Dowler | 2011 Cedar Springs Road, #606 Dallas, Texas 75201 |
| David Scruggs | 365 Riverbluff Place Memphis, Tennessee 38103 |

VIII.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 30 Somolian Circle, Santa Rosa Beach, Florida 32459 and the name of its initial registered agent at such address is Phyllis Bleiweis.

IX.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

| <u>Name</u> | <u>Address</u> |
|----------------|-----------------------------------|
| Alex H. Dunser | 122 Adriatic Ave. Tampa, FL 33606 |

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.


XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 22nd, 2002.

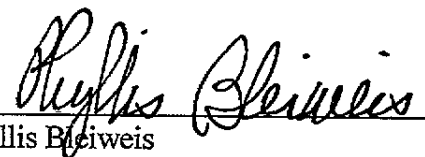


Alex H. Dunser, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: May 16, 2002.



Phyllis Bleiweis

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TALLAHASSEE, FLORIDA