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Don Harrell

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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

FULTON ROSS FUND FOR VISUAL ARTISTS, INC.

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TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OF
FULTON ROSS FUND FOR VISUAL ARTISTS, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Not For Profit Corporation Act.

ARTICLE I - NAME AND LOCATION OF AGENT AND OFFICES

1.1 Name. The name of the corporation shall be FULTON ROSS FUND FOR VISUAL ARTISTS, INC.

1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 3360 S. Osprey Avenue, Apt. 102A, Sarasota, Florida 34239, and the mailing address of the corporation shall be 3360 S. Osprey Avenue, Apt. 102A, Sarasota, Florida 34239. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be Gale Fulton Ross. The initial Registered Office street address of the Registered Agent shall be 3360 S. Osprey Avenue, Apt. 102A, Sarasota, Florida 34239. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II - COMMENCEMENT AND DURATION

2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within 5 business days prior to the filing hereof by the Department of State.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

3.1 Purpose. The purpose for which the corporation is organized shall be to give grants of purpose and merit to mid-career committed professional artists, to give emergency grants to professional artists in dire need, to educate and lecture the public on visual arts matters, to promote the visual arts, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein. Notwithstanding any contrary provision contained in this instrument: (i) the purpose or purposes for which the corporation is organized are limited to those that will qualify it as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under such code; (ii) the corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or carry on any other activity not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws; and (iii) no part of the net earnings, properties or assets of the corporation shall inure to the benefit of any private person or individual, or any member, officer, or director of the corporation, on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of the corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

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ARTICLE IV - MEMBERSHIP

4.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

4.2 Voting. Voting on all matters shall be as specified in the bylaws. Voting on all matters shall be on a plurality basis, and the members of the corporation shall not be entitled to vote their shares cumulatively in elections for the board of directors.

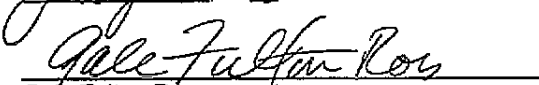
ARTICLE V - GENERAL

5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the members in accordance with applicable law.

5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

5.3 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

5.4 Incorporator(s). The name and address of each incorporator executing this instrument is as follows: Gale Fulton Ross - 3360 S. Osprey Avenue, Apt. 102A, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned executed this instrument this 18th day of July, 2008.

 Gale Fulton Ross
 Incorporator (and Registered Agent if named)

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