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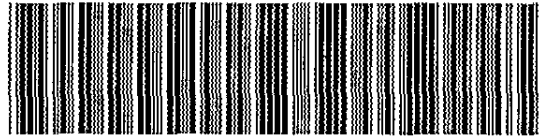
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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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☒ CERTIFIED COPY _____ CUS _____

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1.) Looking on Orlando's Kneedy, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

**ARTICLES OF INCORPORATION
OF
LOOKING ON ORLANDO'S KNEEDY, INC.**

We, the undersigned, all of whom are natural persons competent to contract, and acting as Incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is LOOKING ON ORLANDO'S KNEEDY, INC.

II.

The purposes for which the corporation is organized are as follows:

To operate exclusively for scientific, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws covering organizations qualified as tax exempt. More particularly, the mission of the corporation will be to extend the boundaries of how art is produced, viewed, and acquired in the Orlando, Florida area. The corporation will build an art collection from artists through donations from its patrons and the artists themselves and will exhibit such collection in its own gallery or other locations determined by the Board of Directors. The corporation will also sponsor events such as artist studio visits, interactive sessions with working artists, lecture series, school visits with artists, and other events, and by so doing, bring the great modern artists to the forefront of the community's consciousness. The corporation will produce yearly events celebrating a different modern artist. One piece by the artist being featured will be donated to the corporation to build its modern art collection.

No part of the net earnings of this corporation shall be distributed to or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation to effect one or more of its purposes).

No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers, or other private persons.

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III.

The Board of Directors shall constitute the only members of the Corporation.

IV.

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The Board of Directors shall consist of not less than three (3) persons. Directors other than the initial directors shall be appointed by a resolution adopted by a majority vote of the initial directors, and when applicable, their successor directors. Appointment of directors to succeed existing directors may be made prospectively and in such case the time or event at which appointment shall be effective shall be included in the resolution making such appointment.

V.

The corporation is to have perpetual existence.

VI.

The address of the initial registered office of the Corporation is 1040 S. Paramore Street, Orlando, Florida 32805, and the initial registered agent at that address is William H. Lamar, IV.

VII.

The address of the initial principal office of the Corporation is 1040 S. Paramore Street, Orlando, Florida 32805.

VIII.

The names and residences of the Incorporators hereto are:

<u>NAME</u>	<u>ADDRESS</u>
William H. Lamar, IV	1040 S. Paramore Street Orlando, Florida 32805
Charles R. Jackson	901 W. Bentley Street Orlando, Florida 32801
David J. Hardrick	3018 Monte Carlo Trail Orlando, Florida 32805

IX.

The names and addresses of the three (3) persons who are to serve as the first Board of Directors of the Corporation are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
William H. Lamar, IV	1040 S. Paramore Street Orlando, Florida 32805
Charles R. Jackson	901 W. Bentley Street Orlando, Florida 32801
David J. Hardrick	3018 Monte Carlo Trail Orlando, Florida 32805

X.

The Directors by the affirmative vote of a majority of the then Directors may propose, amend or restate these Articles of Incorporation and may make, alter, or rescind By-Laws at any time by the affirmative vote of a majority of the then Directors.

XI.

This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, as the same may be amended (the "Act").

XII.

1. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 of 1986, or the corresponding provisions of any subsequent Federal tax laws, or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent Federal tax laws.

2. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

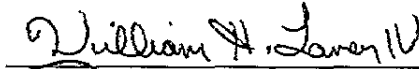
5. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

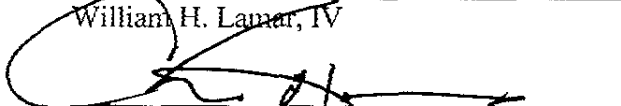
XIII.

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, pursuant to procedures contained in the Act, distribute of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine.


IN WITNESS WHEREOF, the undersigned have hereto subscribed their names at Orlando, Florida, this 19th day of December, 2002.



William H. Lamar, IV



Charles R. Jackson



David J. Hardrick

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of December, 2002,
by WILLIAM H. LAMAR, IV, who is personally known to me or who has produced
_____ as identification.

My Commission Expires:



Kathy Moorehead
My Commission CC816849
Expires April 22, 2003

Kathy Moorehead
Print KATHY MOOREHEAD
Notary Public

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of December, 2002,
by CHARLES R. JACKSON, who is personally known to me or who has produced
_____ as identification.

My Commission Expires:



Kathy Moorehead
My Commission CC816849
Expires April 22, 2003

Kathy Moorehead
Print KATHY MOOREHEAD
Notary Public

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of December, 2002,
by DAVID J. HARDRICK, who is personally known to me or who has produced
_____ as identification.

My Commission Expires:



Kathy Moorehead
My Commission CC816849
Expires April 22, 2003

Kathy Moorehead
Print KATHY MOOREHEAD
Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for **LOOKING ON ORLANDO'S KNEEDY, INC.** at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

William H. Lamar IV
William H. Lamar, IV

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