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FLORIDA NON-PROFIT CORPORATION

Friends of Winterfest, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FRIENDS OF WINTERFEST, INC.
(A Not For Profit Corporation)**

The undersigned, acting as Incorporator of the **FRIENDS OF WINTERFEST, INC.**, a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be the **FRIENDS OF WINTERFEST, INC.** The initial principal office and mailing address shall be 512 Northeast 3rd Avenue, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

The specific purpose for which this Corporation is organized is to promote and advance arts and culture and educate residents and students in the greater Fort Lauderdale, Broward County Florida area by:

- A. planning, coordination and financial support of programs that improve the quality of life of the community;
- B. providing educational programs and opportunities for residents and students to experience multicultural Seasonal Holiday arts, culture and history;
- C. promoting multicultural Seasonal Holiday celebration activities and opportunities for students; and

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D. promoting multicultural Seasonal Holiday activities in order to enhance the local economic base through increased tourism.

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or any members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

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

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or by an

organization, the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

D. If the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, then:

1. The Corporation will distribute a sufficient amount for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the officers or directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, as are exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII

INCORPORATOR

The name of the Incorporator of this Corporation is JOSEPH T. DUCANIS, JR., and the address of said Incorporator is 200 East Broward Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VIII

BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be three (3). The number of members of subsequent Boards shall be determined as provided in paragraph C of this Article. Members of the Board of Directors shall be elected in the manner and having such terms as shall be set forth in the By-Laws.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
STACEY HALLBERG	c/o Northern Trust 2601 E. Oakland Park Boulevard Ft. Lauderdale, FL 33306
JOSEPH MILLSAPS	5300 North Federal Highway Ft. Lauderdale, FL 33308
JOSEPH T. DUCANIS, JR.	200 East Broward Boulevard Suite 1500 Ft. Lauderdale, FL 33301

ARTICLE IX

BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

ARTICLE X

INTERNAL REVENUE CODE

All references herein to the "Internal Revenue Code" shall refer to the Internal Revenue Code of 1986, as amended, and the relevant Treasury Regulations thereunder, as they now exist or as they may hereafter be amended, or any corresponding provisions of any later federal tax laws.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 512 Northeast 3rd Avenue, Ft. Lauderdale, Florida, 33301 and the name of the registered agent of the Corporation at that address is LISA SCOTT-FOUND.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 26th day of February, 2003.


JOSEPH T. DUCANIS, JR., Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article XI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



LISA SCOTT-FOUND

Dated: 2.28, 2003

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TALLAHASSEE, FLORIDA