



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 27, 2003

GARY DYTRYCH & RYAN P.A.

SUBJECT: THE PALM BEACH GARDENS CULTURAL ARTS SOCIETY, INC.
REF: W03000014899

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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.

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Donna Graves
Document Specialist
New Filings Section

FAX Aud. #: H03000200385
Letter Number: 003A00033158

ARTICLES OF INCORPORATION

THE PALM BEACH GARDENS CULTURAL ARTS SOCIETY, INC.

This is to certify that we, the undersigned, all being 18 years of age or older, hereby form a non stock corporation, subject to the requirements of the general laws of the State of Florida, as hereafter mentioned; and, to that end, we do, by these Articles of Incorporation, set forth as follows:

ARTICLE I

The name of the Corporation is THE PALM BEACH GARDENS CULTURAL ARTS SOCIETY, INC.

ARTICLE II

The principal office of the Not-for-Profit Corporation shall be located c/o Marilyn Jacobs, 2161 Palm Beach Lakes Blvd., Suite #450, West Palm Beach, FL 33409. Its registered agent is Marilyn Jacobs whose address is 2161 Palm Beach Lakes Blvd., Suite #450, West Palm Beach, FL 33409. Said resident agent is a resident of Florida.

ARTICLE III

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

ARTICLE IV

The purposes for which the Corporation are formed are as follows:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other

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trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organizations" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of f the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the code of Florida for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article IV are the following:

THE PALM BEACH GARDENS CULTURAL ARTS SOCIETY is a not for profit organization dedicated to promote and support the public display and performance of artistic endeavors for the enjoyment, awareness and education of the residents of the City of Palm Beach Gardens. It has been created to appreciate, promote and teach the value of art in the City of Palm Beach Gardens and society in general.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not consistent with the laws under which this corporation is organized.

ARTICLE V

The Corporation shall have no members.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than three (3); and the exact number shall be fixed by the bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

ARTICLE VII

The following shall constitute the initial Directors who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the names of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eric Jablin	c/o Marilyn Jacobs 2161 Palm Beach Lakes Blvd. Suite #450 West Palm Beach, FL 33409
Marilyn Jacobs	2161 Palm Beach Lakes Blvd. Suite #450 West Palm Beach, FL 33409
Joan Elias	c/o Marilyn Jacobs 2161 Palm Beach Lakes Blvd. Suite #450 West Palm Beach, FL 33409

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ARTICLE VIII



Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

ARTICLE IX

The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

IN WITNESS WHEREOF, we have signed Articles of Incorporation, and severally acknowledge the same to be our act.


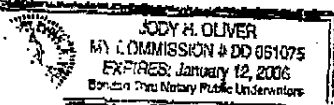
Dated this 21 day of May, 2003.


Eric Jablin
Marilyn Jacobs
Joan Elias

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21 day of May 2003, by ERIC JABLIN, MARILYN JACOBS and JOAN ELIAS who are personally known to me or who have produced Florida Driver License as identification.

Serial No.


Printed Name

Notary Public, State of Florida

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ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this Assembly and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

Marilyn R. Jacobs
Marilyn R. Jacobs, Registered Agent

Dated: 5/27/03

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Marilyn R. Jacobs, to me personally known or who provided as identification and who executed the foregoing document, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 27 day of May, 2003.



Jody Johnson
Commission # 00272419
Expires Sep. 24, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
Notary Public
My Commission Expires:
Commission No.

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03 MAY 27 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA