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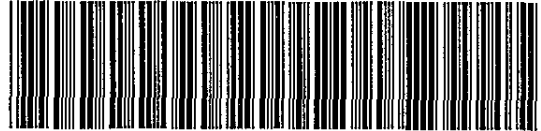
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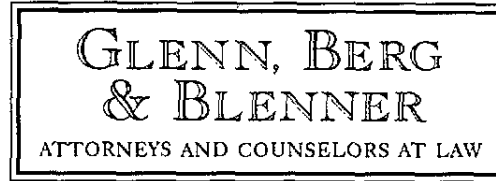


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FILED  
03 DEC 26 PM 6:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- BARRY M. GLENN  
PAUL E. BERG
- WALTER W. BLENNER



2708 Alternate 19 N., Suite 701  
Palm Harbor, Florida 34683  
Telephone: (727) 786-5866  
Fax: (727) 784-3263

REPLY TO PALM HARBOR

- *Also Admitted in Colorado*

December 23, 2003

Secretary of State-Div. of Corp.  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **ARTICLES OF INCORPORATION OF CLEARWATER FINE ARTS FESTIVAL, INC.**

Dear Sir or Madam:

Enclosed herein, please find an original Articles of Incorporation of the above referenced corporation, as well as a copy of the Articles of Amendment for return to our office.

We are also enclosing our law firm check in the amount of \$70.00 to cover the cost of filing these Articles.

If you have any further questions or comments, please do not hesitate to contact me directly.

Very truly yours,

**GLENN, BERG & BLENNER**

By: Walter W. Blenner

Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**CLEARWATER FINE ARTS FESTIVAL, INC.**  
**A NOT-FOR-PROFIT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a not-for-profit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

***ARTICLE I***

The name of the corporation shall be:

**CLEARWATER FINE ARTS FESTIVAL, INC.**

The address of the principal office of this corporation shall be 11865 34<sup>th</sup> Street North, St. Petersburg, Florida, and the mailing address of the corporation shall be the same.

***ARTICLE II***

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

### ***ARTICLE III***

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

### ***ARTICLE IV***

The name and address of the incorporator of these Articles is:

**Bill Scott  
14812 Feather Cove Lane  
Clearwater, Florida 33762**

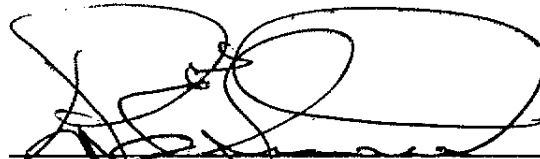
### ***ARTICLE V***

This corporation is to exist perpetually.

### ***ARTICLE VI***

The street address of the initial registered office of the corporation shall be 2708 Alt. 19 North, Suite 701, Palm Harbor, Florida 34683 and the name of the initial registered agent of the corporation at that address is Walter W. Blenner, Esq., at the firm of GLENN, BERG & BLENNER.

In Witness Whereof, the undersigned has hereunto set their hand and seal on this 12<sup>th</sup> day of  
December, 2003.

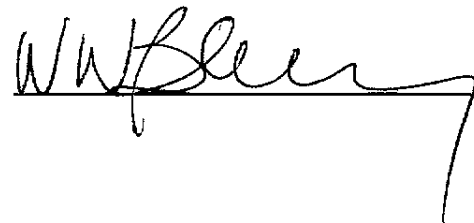
  
\_\_\_\_\_  
Bill Scott, Incorporator

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

WALTER W. BLENNER an individual residing in this State, having a business  
office identical with the registered agent office address of the corporation named below, and having  
been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CLEARWATER FINE ARTS FESTIVAL, Inc.

WALTER W. BLENNER is familiar with and accepts the obligations of the  
position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
\_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA