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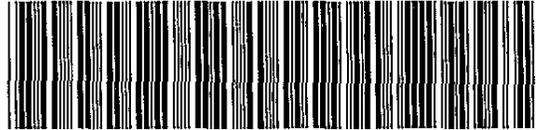
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3-19-04

LAW OFFICE OF
CHARLENE FRANCIS, P.A.

Charlene Francis, *Attorney at Law*
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March 11, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

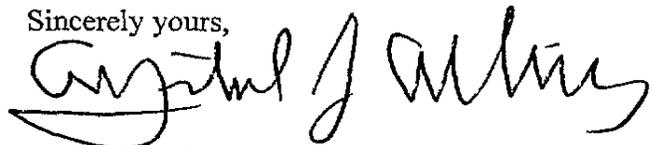
Re: Atlantic Beach Public Arts Commission, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the Atlantic Beach Public Arts Commission, Inc. for filing with the Secretary of State. Also enclosed is our check in the amount of \$78.75 representing the filing fee (\$35), registered agent fee (\$35), and certified copy fee (\$8.75). Please return the certified copy to me in the enclosed envelope.

Thank you for your assistance. If you have any questions, please do not hesitate to let me know.

Sincerely yours,



Crystal J. Adkins

Enclosures

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ARTICLES OF INCORPORATION
OF
ATLANTIC BEACH PUBLIC ARTS COMMISSION, INC.

The undersigned, acting as incorporator of Atlantic Beach Public Arts Commission, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Atlantic Beach Public Arts Commission, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are: 1970 Mipaula Court, Atlantic Beach, Florida 32233-4555.

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to the following:

1. To develop, recommend, and promote an arts program that includes visual arts, sculpture and other artistic and cultural events.
2. To assist in implementing programs for raising funds for the acquisition of art and maintenance of artistic displays in Atlantic Beach, Florida.
3. To support and encourage creativity of Florida and other artists and to provide opportunities for display of visual art produced by such artists.
4. To encourage and display works of art reflecting the unique character and educational, environmental and cultural resources of the city of Atlantic Beach and Northeast Florida.

5. To support and recommend displays of works of art that will enhance the aesthetic environment of Atlantic Beach and its environs.
6. To advise and assist the City of Atlantic Beach, Florida in the promotion of art programs that enhance public awareness of art programs in Atlantic Beach, Florida.

Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), 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.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. MEMBERS

The corporation will have no members.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 400 East Duval Street, Jacksonville, Florida 32202 as the street address of the initial registered office of the corporation and names Donald Ray Coleman, Jr., the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation has nine (9) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the initial directors are:

Tracie Parsons	Paul Parsons	Allison Hall
Donald Ray Coleman, Jr.	Peggy Cornelius	Alice Gartland
Robin Shepherd	Maarten van de Guchte	J. Shepard Bryan, Jr.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Tracie Parsons	1970 Mipaula Court Atlantic Beach, FL 32233-4555

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the

capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

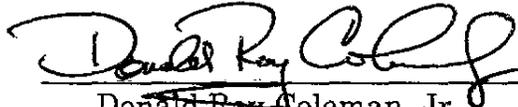
The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on Feb 18, 2004.



Tracie Parsons
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.



Donald Ray Coleman, Jr.
Registered Agent

Dated: 3-5, 2004.

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