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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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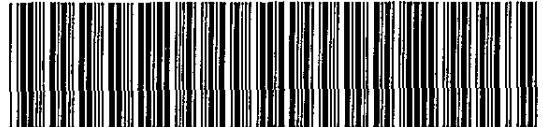
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04-15-04  
B.

## TRANSMITTAL LETTER

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

SUBJECT: Avalon Arts, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Leslie Ross  
Name (Printed or typed)

3427 Carriage Lake Dr.  
Address

Orlando, FL 32828  
City, State & Zip

407-381-7919  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
In compliance with Chapter 617.0202, F.S.,  
(Not for Profit)**

**ARTICLE 1 - NAME, PURPOSE**

The name of the organization shall be the **Avalon Arts, Inc.**

**ARTICLE II – PRINCIPLE OFFICE**

The principal place of business and mailing address of this corporation shall be:

3427 Carriage Lake Drive  
Orlando, FL  
32828

**ARTICLE III – PURPOSE**

The **Avalon Arts, Inc.** was formed to increase public awareness of the arts; to support educational and informational activities, to increase public awareness for art activities; to provide research and information to foundations and corporate giving programs about the needs of organizations that serve or advocate for disadvantaged people; to research the contribution patterns of foundations and corporate giving programs; to sponsor reports, meetings and workshops for nonprofits about how to obtain charitable contributions; conduct research and education about funding of nonprofit organizations; sponsor other services to strengthen the stability of the nonprofit sector; and to educate the public about the funding needs of organizations that provide services or advocacy for disadvantaged people.

**ARTICLE IV – MANNER OF ELECTION**

Section 1: Board Role, Size, Composition. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. The Board shall have up to fifteen, and no fewer than five, members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

- Section 3: Board Elections. Up to 15 Board members shall be elected by the voting representatives of member organizations. Member Representative Board Members.
- Section 5: Voting: Each director shall have one vote and such voting may not be done by proxy.
- Section 7: Terms. All Board members shall serve a one- year term, but are eligible for re-election. .
- Section 8: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.
- Section 9: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

#### **ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS**

- Section 1: Officers and Duties. There shall be five officers of the Board consisting of a Chair, a first Vice-Chair, a second Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Board at the April Board Meeting after the at-large members are seated. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: first Vice-Chair, second Vice-Chair, Secretary and Treasurer.

The **Vice-Chair** will chair committees on special subjects as designated by the board.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

- Section 2: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.
- Section 3: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.
- Section 4: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.
- Section 5. The Board may set dues schedules for memberships.

#### **ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Sally Holmes  
3411 Carriage Lake Drive  
Orlando, FL  
32828

#### **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator is:

Leslie Maddox-Ross  
3427 Carriage Lake Drive  
Orlando, FL 32828

## ARTICLE VIII - AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

## ARTICLE VIII-DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE X-DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Sally G. Holmes  
Signature/Registered Agent

4/06/04  
Date

[Signature]  
Signature/Incorporator

4/07/04  
Date