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Civil Trial Lawyer  
\*\* Also Admitted in Colorado  
\*\*\* Certified Family Mediator  
\*\*\*\* FL Bar Board Certified  
Workers' Compensation Lawyer  
\*\*\*\*\* Also Admitted in RI & Mass.  
\*\*\*\*\* FL Bar Board Certified  
Wills, Trusts & Estates

Port Charlotte

April 22, 2004

REPLY TO:

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

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Re: Incorporation of Cultural Center Foundation, Inc.

Dear Sir:

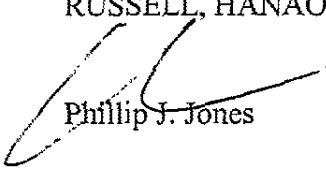
Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$78.75 for filing fee and certified copy fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,  
RUSSELL, HANAOKA & MIZELL, P.A.

  
Phillip J. Jones

PJJ/nsf  
Enclosures

ARTICLES OF INCORPORATION  
OF  
CULTURAL CENTER FOUNDATION, INC.  
(A Corporation Not For Profit)

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We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a corporation not for profit under the laws of the State of Florida, and we do hereby subscribe to and adopt the following as our articles of incorporation:

ARTICLE 1. - NAME

The name of this corporation is CULTURAL CENTER FOUNDATION, INC.

ARTICLE 2. - PURPOSES

This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3. - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 elsewhere herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 Section 501(c)(3) of the Internal

Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE 4. - 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 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 the Circuit Court 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 5. - QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of those persons hereinafter named as subscribers and such other persons as, from time to time, shall become members in the manner provided by the Bylaws.

#### ARTICLE 6. - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE 7. - SUBSCRIBERS

The names and residences of the subscribers to these articles are:

<u>NAME</u>	<u>ADDRESS</u>
David Powell	1043 Tropical Avenue Port Charlotte, FL 33948
Robert C. Lynch	245 Lido Drive Punta Gorda, FL 33950
Rufus C. Lazzell	1600 Montia Court Punta Gorda, FL 33950

Jack Price	639 E. Hargreaves Avenue Punta Gorda, FL 33950
Dr. Anne Swing	24010 Harborview Road Charlotte Harbor, FL 33980
Rev. Michael Wilson	1393 Mohawk Drive Port Charlotte, FL 33948
Robert Stiekes	809 E. Marion Avenue Punta Gorda, FL 33950
Kerry D. Perga	2280 Aaron Street PO Box 3060 Port Charlotte, FL 33949
Jim Hageman	3300 Loveland Blvd, Unit 3103 Port Charlotte, FL 33980
Marcus Johnson	2280 N.W. Aaron Street Port Charlotte, FL 33949

#### ARTICLE 8. - OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, and such other officers as may be provided in the Bylaws.

Section 2. No person may hold more than one office except that the Bylaws may provide that the offices of secretary and treasurer shall be combined.

#### ARTICLE 9. - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have nine (9) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three (3).

Section 2. The Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected at the annual meeting of the membership and shall hold office in accordance with provisions of the Bylaws.

ARTICLE 11. - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at any annual meeting of the membership or at any special meeting of the membership called for that purpose, by a two-thirds vote of those present.

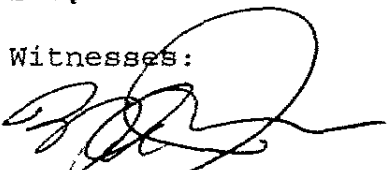
Section 2. Amendments may also be made by the Board of Directors at any meeting of the Board, provided at least ten days' notice of such proposed amendment or amendments be given to all members of the corporation by regular U. S. Mail.

ARTICLE 12. - PRINCIPAL OFFICE

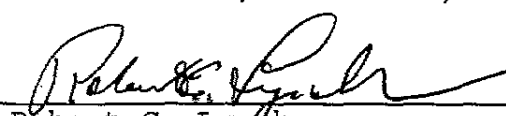
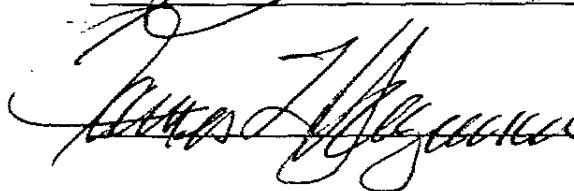
The location of the principal office of this corporation shall be 2280 Aaron Street, Port Charlotte, FL 33949, but may, from time to time, be changed to any other location in the State of Florida. Meetings of the Board of Directors and meetings of the membership may be held at any place within or outside the State of Florida, provided notice shall be given as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals for the purpose of forming this corporation not for profit under the laws of the State of Florida, this 20 day of April, 2004.

Witnesses:



David Powell, President/CEO



Robert C. Lynch,  
1<sup>st</sup> Vice President

STATE OF FLORIDA:  
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named

Section 4. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Powell	1043 Tropical Avenue Port Charlotte, FL 33948
Robert C. Lynch	245 Lido Drive Punta Gorda, FL 33950
Rufus C. Lazzell	1600 Montia Court Punta Gorda, FL 33950
Jack Price	639 E. Hargreaves Avenue Punta Gorda, FL 33950
Dr. Anne Swing	24010 Harborview Road Charlotte Harbor, FL 33980
Rev. Michael Wilson	1393 Mohawk Drive Port Charlotte, FL 33948
Robert Stiekes	809 E. Marion Avenue Punta Gorda, FL 33950
Kerry D. Perga	2280 Aaron Street PO Box 3060 Port Charlotte, FL 33949
Jim Hageman	3300 Loveland Blvd, Unit 3103 Port Charlotte, FL 33980
Marcus Johnson	2280 N.W. Aaron Street Port Charlotte, FL 33949

#### ARTICLE 10. - BYLAWS

Bylaws of this corporation shall be made and may be altered or rescinded by majority vote of those members present at any regular meeting or at any special meeting called for that purpose. Notice of any special meeting shall be given as provided in the Bylaws.

above to take acknowledgments, personally appeared David Powell and Robert C. Lynch, to me known to be the persons described as incorporators or who produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same for the purposes therein stated, and they did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 20 day of April, 2004.

NOTARY PUBLIC:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

(Seal)

Commission No. PHILLIP JONES  
NOTARY PUBLIC STATE OF FLORIDA  
My commission COMMISSION NO. DD120821  
MY COMMISSION EXP. JUNE 15, 2006



**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

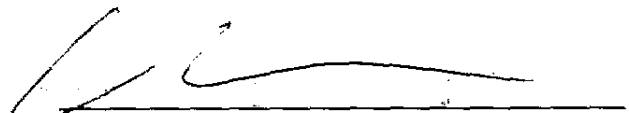
In compliance with Section 48.091, Florida Statutes, the following is submitted:

CULTURAL CENTER FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 2280 Aaron Street, Port Charlotte, County of Charlotte, State of Florida, has designated PHILLIP J. JONES, whose street address is 18501 Murdock Circle, 6<sup>th</sup> Floor, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

CULTURAL CENTER FOUNDATION, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
Phillip J. Jones

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