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LETTER OF TRANSMITTAL


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

May 27, 2004

RE: BEACHES ART ASSOCIATION, INC., (NEW) ARTICLES OF
INCORPORATION
And ARTICLES OF DISSOLUTION OF (FORMER)
CORPORATION AND AFFIDAVIT FOR RELEASE OF CORPORATE NAME

Enclosed please find one original and one copy of the Articles of
Incorporation for the Beaches Art Association, Inc. along with a check for \$78.75
(\$35.00 filing fee plus \$35.00 registered agent fee plus \$8.75 for a certified copy
of the Articles of Incorporation upon registration with the state). Also, please find
the Articles of Dissolution of the former corporation and a check for \$52.50.

Sincerely,


Stephanie Owens Jaffe, Attorney at Law
Fl. Bar No. 0852790
1511 Leeward Lane
Neptune Beach, FL 32266
Telephone (904) 338-8238

Enclosures

AFFIDAVIT FOR RELEASE OF CORPORATE NAME

**STATE OF FLORIDA
COUNTY OF DUVAL:**

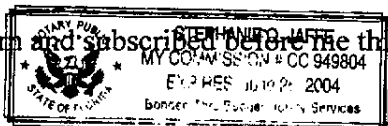
I, Catherine L. Callahan, of 18 San Pablo Circle North, Jacksonville Beach, FL 32250, do solemnly swear or affirm that the following statements are true and correct to the best of my knowledge:

1. Since February, 2004, I have been the secretary of the non profit corporation known as Beaches Arts Center, Inc., Charter Number 768117, incorporated on April 25, 1983.
2. The Beaches Arts Center, Inc. has operated as a non- profit organization, never having distributed any profit and having served primarily as a venue for community art education and the cultural promotion of the arts. However, this organization never filed for tax exempt status with the IRS.
3. Due to financial difficulty, flaws in the organizational structure and personality conflicts within the corporation's board and the members, the members voted to dissolve the corporation and the former Board members resigned, except for myself. The former Board and members have no intention of revoking their vote to dissolve this corporation.
4. A majority of the members of the former corporation Beaches Arts Center, Inc., wish to re-organize with different by-laws and a new Board of Directors and file for tax exempt status with the IRS, forming a new corporate structure operating strictly as a non profit as defined by the Internal Revenue Code Section 501 (c) (3) .
5. The corporation's name, Beaches Arts Center, Inc., has become an important part of the community, recognized for its quality and integrity, which the continuing members wish to retain.

Catherine L. Callahan 5/27/04
Catherin L. Callahan Date

BEFORE ME, this date appeared, Catherine L. Callahan, who first being duly sworn, deposes and says that the above statements contained herein are true and correct to the best of her knowledge.

Sworn and subscribed before me this 27 day of May, 2004



Stephanie D. Jaffe
Notary Public Signature

(Notary Public Seal or Stamp)

Affiant is personally known to me X

Affiant produced identification _____ Type of ID produced _____

**ARTICLES OF INCORPORATION
OF
BEACHES ARTS CENTER, INC.**

(PURSUANT TO 617.0202, FLORIDA STATUTES)

ARTICLE I. NAME OF NON-PROFIT CORPORATION

The name of the non-profit organization shall be BEACHES ARTS CENTER, INC.

ARTICLE II. PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business is 228 Third Avenue North, Jacksonville Beach, FL 32250 and the mailing address is 228 Third Avenue North, Jacksonville Beach, FL 32250.

ARTICLE III. PURPOSE OF NON PROFIT CORPORATION

The specific purposes for which this corporation is organized are:

- (a) To exist and operate solely for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.
- (b) To establish a cultural arts environment that encourages and educates children and adults in the visual arts.
- (c) To maintain a physical studio to encourage the artistic growth through art classes and provide visual art exhibits to enrich and educate the public.
- (d) To encourage and heighten cultural awareness in this community through cooperative city and county governments, civic and service organizations.
- (e) To serve as an information and resource center for artists and art educators in the community.
- (f) To exist solely for providing charitable services consistent with visual arts education and specifically not for the financial benefit of any individual, member, director, officer or patron of the corporation and specifically not for profit.
- (g) To operate without regard to race, creed sex, age religion or natural origin.
- (h) To use any income not needed for operating expenses and suitable reserves to carry out the activities described in paragraph (a) for a broad segment of the community.
- (i) To carry out its functions without ever engaging in partisan politics. It shall not support any candidate for public office; it shall not engage in any political propaganda, or otherwise attempt to influence legislation, or participate or

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TALLAHASSEE, FLORIDA

intervene in any political campaign on behalf of any candidate for public office.

- (j) To have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profit of the corporation shall be distributable to or inure to the benefit of any member, officer or any private individual, except to the extent permitted under Florida law.
- (k) To qualify under the laws of any other state or country for the carrying out of the purposes and objects of the corporation; to solicit and receive by gift, grant, bequest, devise or in any other manner, money, assistance, and any other forms of contributions, whether real, personal or mixed property or of services from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to the corporation, and to use the income and principal for the purposes of the corporation; to execute trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for educational, charitable or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the corporation and to do all acts and things requested, necessary, proper, or desirable to carry out and further the purposes for which this corporation is formed.
- (l) Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) and 170(b) (1) (a) (iii) of the Code and its regulations as they now exist, or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such code and regulations as the now or as they may hereinafter be amended.

ARTICLE IV. MANNER OF APPOINTMENT OR ELECTION OF OFFICERS

The initial officers were elected by a majority vote of the organizational committee, and thereafter, officers will be elected by the members in accord with the corporation's bylaws.

ARTICLE V. NAMES, ADRESSES AND TITLES OF INITIAL OFFICERS

The initial officers are:

1. Catherine L. Callahan, President
18 San Pablo Circle North

Jacksonville Beach, FL 32250

2. Linda Thornwell, Treasurer
P.O. Box 136
Ponte Vedra Beach, FL 32004
3. Teresa Muller, Vice President
7304 Arrow Point Trail
Jacksonville, FL 32277
4. Chris Gorman, Secretary
3977 America Ave.
Jacksonville Beach, FL 32250
5. Joan Trout, Vice President
5353 County Road
Keystone Heights, FL 32656
6. Victoria Crosby, Communications Officer
177 Crossroads Lake Dr.
Ponte Vedra Beach, FL 32082

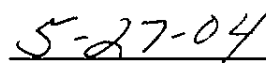
ARTICLE VI. NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The initial registered agent of the corporation is:

Teresa Muller, Vice President
7304 Arrow Point Trail
Jacksonville, FL 32277

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


Teresa Muller


Date

ARTICLE VII. INCORPORATOR

The incorporator of this corporation is Stephanie Owens Jaffe, 1511 Leeward Lane, Neptune Beach, FL 32266.

ARTICLE VIII. DURATION OF CORPORATION

This corporation shall become effective and operational as of the date signed by the incorporator and shall commence in perpetuity; provided however that upon the vote of the majority of all the members, the corporation may be dissolved. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, the assets of the corporation, after payment of all debts of the corporation and expenses of dissolution, shall be distributed to any corporation or entity formed exclusively to receive and administer funds for scientific, educational or charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any members, directors or officers of this corporation or to any private individual.

ARTICLE IX. STOCK

This corporation shall be organized on a non- stock basis.

ARTICLE X. MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by this corporation's bylaws. Initially, the members shall consist of the members who left the Beaches Arts Center to re-organize and form this new corporation.

ARTICLE XI. BYLAWS

The power to adopt, amend or rescind the bylaws of this corporation shall be vested in the members of this corporation.

IN WITNESS HEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of May, 2004.


Stephanie Owens Jaffe

Attorney at Law
1511 Leeward Lane
Neptune Beach, FL 32266
FL. Bar No. 0852790

Date

5/27/04

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