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LAW OFFICE OF
CHARLENE FRANCIS, P.A.

Charlene Francis, *Attorney at Law*
Crystal J. Adkins, *Attorney at Law*

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June 15, 2004

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

Re: Café Muse & Studios, Inc.

Dear Sir or Madam:

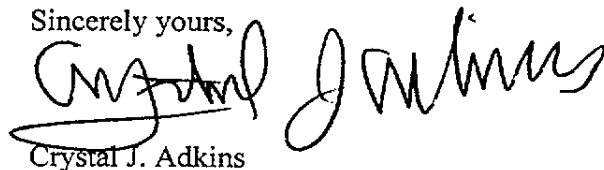
Enclosed please find the following documents for Café Muse & Studios, Inc., for filing with the Secretary of State:

1. Articles of Amendment to Articles of Incorporation of Café Muse & Studios, Inc. (a Florida business corporation), changing its name to CM&S of Jacksonville, Inc.; and
2. Article of Incorporation of Café Muse & Studios, Inc. (a Florida not for profit corporation).

Also enclosed is our check in the amount of \$113.75 representing the filing fees (\$35x2), registered agent fee (\$35), and certified copy fee (\$8.75). Please return the certified copy of the Articles of Incorporation 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

2004 JUN 18 AM 11:49
TALLAHASSEE, FLORIDA
DEPT. OF STATE

ARTICLES OF INCORPORATION
OF
CAFÉ MUSE & STUDIOS, INC.

2004 JUN 18 AM 11:49

STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of Café Muse & Studios, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Café Muse & Studios, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office of the corporation is: 1717 Evergreen Avenue, Jacksonville, FL 32206. The mailing address of the corporation is: 10275 St. Augustine Road, #404, Jacksonville, FL 32257.

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 and operate a fully functional art studio that promotes self-expression and free-thinking among artists across various art disciplines, including both visual and performing arts, in an atmosphere in which the arts can flourish.
2. To develop and operate an art gallery that integrates the creation of art in the studio with the viewing or experiencing of art by the public in an intimate gallery setting.
3. To develop and facilitate opportunities to connect the worlds of art and the artist to social and civic issues.
4. To create programs that will inspire Jacksonville citizens to recognize the arts as essential to the whole life of our community and the relationship among art, design, commerce, education and community and that the arts as essential to the whole life of our community.

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 qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1717 Evergreen Avenue, Jacksonville, Florida 32206 as the street address of the initial registered office of the corporation and names Edward Powers 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 three (3) 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 Edward Powers, Denise Von Blohn and Charles Powers.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Crystal J. Adkins	1807 North Third Street Jacksonville Beach, FL 32250

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 6/12, 2004.


Crystal J. Adkins
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.



Edward Powers
Registered Agent

Dated: 6/12, 2004

NOTARY STATE
TALLAHASSEE FLORIDA

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