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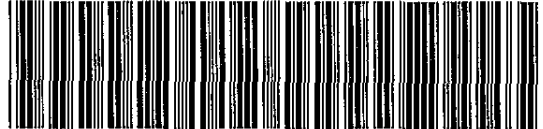
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Performing Arts Center

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
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- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
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Articles of Incorporation For
PERFORMING ARTS CENTER FOR KEY WEST, INC.

The undersigned, acting as Incorporator for the purpose of forming a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation

Article I

The name of the corporation shall be PERFORMING ARTS CENTER FOR KEY WEST, INC.

Article II

The principal place of business and mailing address of this corporation shall be 5901 College Road, Key West, Florida 33040.

Article III

This corporation is organized exclusively for exempt purposes under section 501(c)(3) of the Internal Revenue Code, including for such purposes, making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation is not formed for pecuniary gain or profit, direct or indirect, to itself or to its directors or officers, and may not carry on activities not permitted to be carried on by an organization described in Section 501(c)(3) or by an organization, 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. This corporation is operated exclusively to further the charitable purposes of its members.

Article IV

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 above. 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 or in opposition to any candidate for public office.

Article V

Directors shall be elected by the majority vote of the shareholders, unless otherwise provided in the Bylaws of the corporation. The names and addresses of the initial directors are:

BILL BUDINGER	501 Whitehead Street Key West, Florida 33040
REBECCA TOMLINSON	1045 Loggerhead Lane Key West, Florida 33040
ANN HENDERSON	501 Whitehead Street Key West, Florida 33040

Article VI

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

ANN HENDERSON	501 Whitehead Street Key West, Florida
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Article VII

The name and street address of the Incorporator is:

ANN HENDERSON	501 Whitehead Street Key West, Florida
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Article VIII

Upon dissolution, all assets remaining after the payment of liabilities shall be distributed exclusively to exempt organizations or for exempt purposes under 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 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. This corporation may not be merged with or converted to a for-profit entity.

Article IX

Any amendments to these Articles of Incorporation and to the By-laws, must be consistent with Section 501(c)(3).

Article X

The incorporator hereby represents that all of the organizational documents are consistent with state corporate laws, and are enforceable at law and in equity.

Having been named as 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 the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 28 day of July, 2004.

Gae Ganister
Signature of Witness
GAE GANISTER

Printed Name of Witness

Gae Ganister
Signature of Witness
GAE GANISTER

Printed Name of Witness

[Signature]
Registered Agent – ANN HENDERSON

[Signature]
Incorporator – ANN HENDERSON

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