

FROM

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08/19/2004 10:31:30 AM 62054108 P 2

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FLORIDA NON-PROFIT CORPORATION

Bloomington Breakers, Inc.

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FROM

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**ARTICLES OF INCORPORATION
OF
BLOOMINGDALE BREAKERS, INC.**

(A CORPORATION NOT-FOR-PROFIT)

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes Chapter 617*).

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is Bloomingdale Breakers, Inc. The principal office (and mailing address) is located at c/o Dawn Lemons, 4404 Hickory Ct., Brandon, FL 33511. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II
NATURE OF BUSINESS**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE III
POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

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**ARTICLE IV
TERM OF EXISTENCE**

The date when corporate existence shall commence shall be effective as of September 1, 2004 and the Corporation shall have perpetual existence thereafter.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation are as follows:

NAME

ADDRESS

Dawn Lemons

4404 Hickory Ct.
Brandon, FL 33511

**ARTICLE VI
OFFICERS AND DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The method of election of the Directors shall be as stated in the Corporation's Bylaws. The following are the initial officers and directors:

Tom Ewing

2808 Winding Trail Dr.
Valrico, FL 33594

President/Director

Donald Lemons

4404 Hickory Ct.
Brandon, FL 33511

Vice Pres/Asst. Secretary
Director

Dawn Lemons

4404 Hickory Ct.
Brandon, FL 33511

Secretary/ Treasurer
Director

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ARTICLE VII BYLAWS

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE VIII MEMBERS

The Bylaws of the Corporation shall provide whether there shall be members of the Corporation and, if so, the qualifications and rights of such members.

ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4404 Hickory Ct. Brandon, FL 33511 and the name of the registered agent at such address is Dawn Lemons.

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XI LIMITATIONS ON ACTIONS

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, Directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

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FLORIDA PROFIT CORPORATION OR P.A.

Art of the Times, Inc.

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In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XII DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

19th IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this *19th* day of *August*, *2004*.


Dawn Lemons, Incorporator

ACCEPTANCE BY REGISTERED AGENT

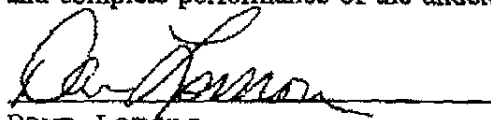
Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this

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capacity, and acknowledges that the undersigned is familiar with and agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties.


Dawn Lemons

Dated:

8/19/04

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Art of the Times, Inc.

Article II. Address

The Corporation's mailing address is:
Art of the Times, Inc.
1200 South Flagler Drive
West Palm Beach FL 33401

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Audrey Diamond
1200 South Flagler Drive
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Audrey Diamond

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Stephen F. Beiner I FL Bar Member 0734934
Beiner, Nussbaum & LeBlanc, P.A.
2000 Glades Road
Boca Raton FL 33431
561-750-1800

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Article V. Officers. The Corporation's officers are:

President	Audrey Diamond
Secretary	Audrey Diamond
Treasurer	Audrey Diamond

Article VI. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Incorporator

The name and address of the incorporator is:

Stephen F. Beiner
2000 Glades Road
Boca Raton FL 33431

Stephen F. Beiner | FL Bar Member 0734934
Beiner, Nussbaum & LeBlanc, P.A.
2000 Glades Road
Boca Raton FL 33431
561-750-1800

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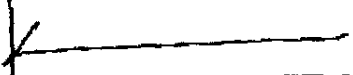
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Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 17, 2004.

The undersigned incorporator executed these Articles of Incorporation on August 18, 2004.



STEPHEN F. BEINER
by K. Samia as attorney-in-fact

Stephen F. Beiner | FL Bar Member 0734934
Beiner, Nussbaum & LeBlanc, P.A.
2000 Glades Road
Boca Raton FL 33431
561-750-1800

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

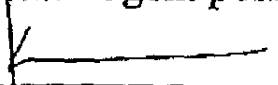
CORPORATION:

Art of the Times, Inc.

REGISTERED AGENT/OFFICE:

Audrey Diamond
1200 South Flagler Drive
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



AUDREY DIAMOND
by K. Sarria as attorney-in-fact

Date: August 18, 2004

Stephen F. Belner I FL Bar Member 0734934
Beiner, Nussbaum & LeBlanc, P.A.
2000 Glades Road
Boca Raton FL 33431
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