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FLORIDA NON-PROFIT CORPORATION

CityArt Foundation of Orlando, Inc.

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Baker & Hostetler LLP
200 S. Orange Ave., Ste. 2300
Orlando, Florida 32801
(407) 649-4000

**Articles of Incorporation of
CityArt Foundation of Orlando, Inc.
(A Corporation Not For Profit)**

Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation is: CityArt Foundation of Orlando, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 205 E. Central Boulevard, Suite 601, Orlando, Florida 32801.

ARTICLE III - Purpose

A. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, commissioning and procuring philanthropic contributions to fund the commission of bronze statues of individuals who have had an historic impact on the development and growth of Central Florida and placing these statues in various locations throughout Orlando both on private property and public property through a series of mutual agreements to which the Corporation will be a party. Donations will be sought from private foundations, individuals, corporations and local, state and federal granting agencies. The Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

B. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse such persons for expenses incurred on behalf or for the benefit of the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article. It shall not be a substantial part of the activities of the Corporation to carry on propaganda, or otherwise to attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

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THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

ARTICLE IV - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 205 E. Central Boulevard, Suite 601, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is Anne Bingler.

ARTICLE VI - Directors

- A. The number of directors of the Corporation is three.
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Anne Bingler	205 E. Central Boulevard Suite 601 Orlando, Florida 32801

ARTICLE VIII - Bylaws

At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - Dissolution


A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XI - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation this 31 day of August, 2004, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



Anne Bingler, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That CityArt Foundation of Orlando, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Anne Bingler, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of said statute relative to keeping open said office, and further states that she is familiar with §617.0501 et seq., Florida Statutes.



Anne Bingler

DATED: August 28, 2004.

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