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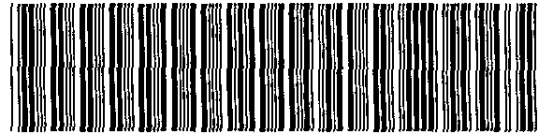
(Business Entity Name)

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EFFECTIVE DATE
03/06/2006

05 03-7 11:13

05 03-7 11:13

SEALING

2006 MAR -7 PM 1:50

FILED

2006 MAR 08 2006

CAPITAL CONNECTION, INC.

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

Florida Chautauqua Center, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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ARTICLES OF INCORPORATION OF
FLORIDA CHAUTAUQUA CENTER, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

2006 MAR -7 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as Incorporator of a Corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation, pursuant to Florida Statute Chapter 617.

The undersigned Incorporator, by these Articles, associates herself for the purpose of forming a Corporation not for profit pursuant to the laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE I
NAME

EFFECTIVE DATE
03/06/2006

The name of this Corporation is **FLORIDA CHAUTAUQUA CENTER, INC.**, referred to as "the Corporation".

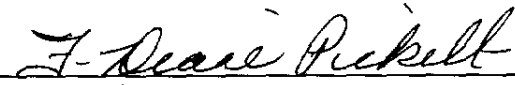
ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business and mailing address is 2760 U. S. Highway 331 South, DeFuniak Springs, Florida 32435.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is F. Diane Pickett, 2760 U.S. Highway 331 South, DeFuniak Springs, Florida 32435.

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that she is familiar with the obligations of that position as set forth in Chapter 617, Florida Statutes.


F. Diane Pickett
Registered Agent

ARTICLE IV
PURPOSE

The purposes for which the Corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

(A) To sponsor educational activities in the arts and the public appreciation thereof; to foster, encourage, support and develop visual and performing arts, including theatre, ballet, painting, opera, sculpture and all such similar artistic endeavors with a special interest to include senior adults in having an opportunity to acquire knowledge of, or skills in, the fine arts, to encourage local artists' talents through shows and public displays.

(B) To promote and foster the common good and general welfare of the people of this state through bringing about civic betterments and social improvements; To promote and foster charitable, educational or scientific activity for having purposes consonant with those of the Corporation; To accept, hold, invest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use or donate the income or principal, and to devote the same to, the above purposes of the Corporation.

(C) To carry out this single purpose, the corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(D) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE V POWERS

The Corporation is empowered:

(A) The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

(B) In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, the residual assets of the Corporation will be turned over only to one or more organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes and which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any or future law, or to the Federal, State or local government for exclusive public purpose.

(C) Notwithstanding any other provisions of these articles, this Corporation will 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 Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States internal revenue law.

ARTICLE VI **DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named in this certificate of incorporation as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for such terms as are provided for in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
F. Diane Pickett	2760 U. S. Highway 331, DeFuniak Springs, Florida 32435
Dewey E. Ray	951 White Oak Pass Alpharetta, Georgia 30005

William V. Linne	Suite 100, 127 Palafox Place Pensacola, Florida 32502
Valliere R. Auzenne	2467 Elfin Wing Lane Tallahassee, Florida 32304
Robert E. Lowdermilk	140 Loghan Drive Salttillo, Mississippi 38866
Gregg Griffith	P. O. Box 6023 Miramar Beach, Florida 32550

ARTICLE VII **OFFICERS**

The board of directors shall elect the following officers: President, Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>
F. Diane Pickett President	2760 U.S. Highway 331 DeFuniak Springs, Florida 32435
Dewey E. Ray Secretary	951 White Oak Pass Alpharetta, Georgia 30005
William V. Linne Treasurer	Suite 100, 127 Palafox Place Pensacola, Florida 32502

ARTICLE VIII **MEMBERS**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of

members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the bylaws.

ARTICLE IX **BY-LAWS**

By-Laws of the Corporation may be adopted, made, altered, or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles nor any limitations set forth in the laws of the State of Florida.

ARTICLE X **AMENDMENTS**

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

ARTICLE XI **INCORPORATORS**

The names and addresses of each Incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
F. Diane Pickett	2760 U.S. Highway 331 DeFuniak Springs, Florida 32435

ARTICLE XII **DURATION**

The corporation shall have perpetual duration.

ARTICLE XIII
EFFECTIVE DATE OF INCORPORATION

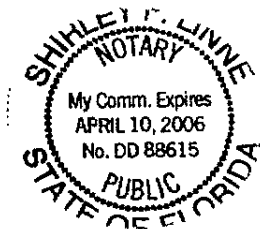
This Corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

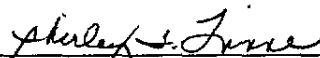
IN WITNESS WHEREOF, the undersigned Incorporators of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on the 6 day of March, 2006.


Incorporator: F. DIANE PICKETT

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 6 day of March, 2006, by F. DIANE PICKETT, who ☒ is personally known to me or who ☐ produced _____ as identification.




NOTARY PUBLIC
Typed Name: Shirley F. Linne
My Commission No.: DD 88615
My Commission Expires: 4-10-2006

clients\pickett\chautauqua\articles.inc.

**CERTIFICATE DESIGNATING ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA
AND DESIGNATING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

FIRST: **FLORIDA CHAUTAUQUA CENTER, INC.**, desiring to organize under the Laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at the City of DeFuniak, County of Walton, State of Florida, has named **F. Diane Pickett**, located at 2760 U.S. Highway 331, DeFuniak Springs, Florida 32435, the registered office of the Corporation, as its agent to accept service of process within this State.

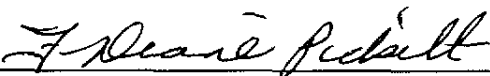


F. DIANE PICKET, Incorporator

Dated: March 6, 2006

ACCEPTANCE OF AGENT

Having been named to accept service of process and serve as Registered Agent for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said statute relative to keeping said office open.



F. DIANE PICKETT

Dated: March 6, 2006