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TALLAHASSEE, FLORIDA

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# CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

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1411 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
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March 7, 2006

Of Counsel: Philip A. Tharp  
1939-2003

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Sanford Seminole Art Association, Inc.

To Whom It May Concern:

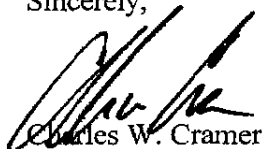
I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$122.50.

Please file these documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



Charles W. Cramer

CWC/dmm  
Enclosures  
Cc: Kathleen Chenet

**ARTICLES OF INCORPORATION  
OF  
SANFORD SEMINOLE ART ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of this Corporation shall be Sanford Seminole Art Association, Inc.

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation shall be 777 General Hutchison Parkway, Longwood, Florida 32750.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

**ARTICLE IV: INITIAL REGISTERED  
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

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## **ARTICLE V: RESTRICTIONS**

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 in Article III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

## **ARTICLE VI: DIRECTORS**

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Kathleen Chenet  
777 General Hutchison Parkway  
Longwood, FL 32750

DeeLee Stevens  
158 Shadow Trail  
Longwood, FL 32750

Laurie Linsley  
130 Calico Road  
Lake Mary, FL 32746

Carolyn Towles  
1328 Augusta National Blvd.  
Winter Springs, FL 32708

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Fannie Griffin  
1755 Adams Street  
Longwood, Florida 32750

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Election. The method of electing the Board of Directors shall be contained in the Bylaws.

#### **ARTICLE VII: INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Charles W. Cramer  
1411 Edgewater Drive  
Suite 200  
Orlando, Florida 32804

#### **ARTICLE VIII: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to The First Baptist Church of Orlando, Inc., a Florida non-profit corporation, and if The First Baptist Church of Orlando, Inc. has ceased to exist as an incorporated entity or is no longer an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

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## **ARTICLE IX – MEMBERS**

The Corporation will have no members.

## **ARTICLE X – POWERS**

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

## **ARTICLE XI – LIMITATION OF LIABILITY**

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv)

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for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### **ARTICLE XII- AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the majority of the Board of

Directors.

The undersigned incorporator has made and subscribed these Articles of Incorporation this  
7<sup>th</sup> day of March, 2006.

  
Charles W. Cramer



**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0501 of the Florida Statutes.

Done this 7<sup>th</sup> day of March, 2006.



Charles W. Cramer, Registered Agent

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