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GRAHAM BUILDER JONES

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DIVISION OF CORPORATIONS  
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Division of Corporations  
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Fax Number : (850) 205-0381

From:

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Account Number : I19990000278  
Phone : (407) 647-4455  
Fax Number : (407) 740-7063

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Creative Sanford, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
CREATIVE SANFORD, INC.**

I, the incorporator signing below, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act (the "Act"), do hereby certify I am forming a corporation under the laws of the State of Florida for the purposes stated below and under the following Articles:

**ARTICLE I - NAME**

The name of the Corporation shall be: **CREATIVE SANFORD, INC.**

**ARTICLE II - PURPOSES**

A. The purposes of the Corporation are:

1. To facilitate education, growth and appreciation of the arts in the community so as to insure the continuation of an interest in the arts in the generations to come.
2. To encourage, foster, and stimulate commerce, trade, business, finance, and professional interest in the community through promotion of the arts.
3. To stimulate, encourage, and promote cooperation and friendly exchange among businessmen through promotion of the arts.
4. To promote, advance, and stimulate civic, business, and commercial interests in the general welfare of Sanford, Florida and in other territories where the corporation may conduct its operations from time to time.
5. To engage in any other lawful act for which corporations may be organized under the Act.

B. The general purposes for which this Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under 26

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USC § 501(c), including for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under the Internal Revenue Code (the "Code").

C. The Corporation shall not make any investments in such manner as to subject it to tax under 26 USC § 4944, or corresponding provisions of any subsequent Federal Tax Laws. The Corporation shall not make any taxable expenditures as defined in 26 USC § 4945(d), or corresponding provisions of any subsequent Federal Tax Laws. The Corporation shall 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 26 USC § 4942, or corresponding provisions of any subsequent Federal Tax Laws.

D. The Corporation may take and hold by bequest, devise, gift, grant, purchase, lease or otherwise possess property, real or personal, tangible or intangible, or any undivided interest therein, without limitation, as to amount or value; and to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto, including but not limited to, 26 USC § 501(c).

E. To do any other act or thing in fluent to connected with the foregoing purpose or in advancement thereof, but not for the profit or financial gain of its directors or officers except as permitted under the not-for-profit corporation law of the State of Florida.

F. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Not-For-Profit Corporation Law, as amended from time to time.

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ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE IV - ADDRESS OF CORPORATION

The street address of the initial principal office of this Corporation, and the Corporation's initial mailing address, shall be: 211 East First Street, Sanford, Florida 32771.

ARTICLE V - DIRECTORS

A. The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors shall initially be three (3); provided, however, that the number of Directors may be changed by a bylaw duly adopted pursuant to the Bylaws of this Corporation. The number of Directors shall be no less than three (3), nor more than five (5). Notwithstanding any provision of the Bylaws to the contrary, any action to increase or decrease the number of Directors shall be by unanimous vote of the then serving Directors.

B. The Directors shall be elected or appointed in the manner prescribed by the Bylaws of this Corporation. Further, the qualifications required of each Director shall also be prescribed by the Bylaws.

C. 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 individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any 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 taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting.

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D. The names and addresses of the persons who are to serve as the initial Directors and officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Robyn Marks	211 East First Street Sanford, Florida 32771	Director and Secretary
Ruth King	211 East First Street Sanford, Florida 32771	Director and Treasurer
Jeanine Taylor	211 East First Street Sanford, Florida 32771	Director and President

#### ARTICLE VI - PROTECTION OF DIRECTORS

A. The Directors shall not be personally liable for any obligations of the Corporation of any nature whatsoever, nor shall any of the property of any Director be subject to the payment of the obligations of the Corporation to any extent whatsoever.

B. Each Director, in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against the person by reason of his or her being or having been a Director of the Corporation, or by reason of any act or omission to act as such Director, provided that he or she shall not have been derelict in the performance of his or her duty as to the matters or matter in respect of which the claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights or protections to which any Director may be entitled as a matter of law.

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#### ARTICLE VII - BYLAWS

Bylaws for this Corporation will be adopted hereafter by the Board of Directors. The Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by unanimous consent of the Directors.

#### ARTICLE VIII - CAPITAL STOCK AND SHARES OF STOCK

The Corporation shall have no capital stock, and no shares of stock in the Corporation shall be issued. The Corporation does not contemplate the carrying on of a business, trade, a vocation or profession for profit except in an incidental manner as provided by law, or the making or distributing of any pecuniary gains or profits to its members. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(c) of the Code and its regulations as in effect currently or as may hereafter be amended.

#### ARTICLE IX - DISTRIBUTION OF ASSETS ON DISSOLUTION

In the case of dissolution, the assets of this Corporation are to be used as follows:

1. To pay first out of the Corporation's current or accumulated income and then from its assets:

- (a) All indebtedness of the Corporation.
- (b) All expenses of liquidation.

2. To distribute any remaining or accumulated income and all other assets to an organization exempt from federal income taxation under §501(c)(3) of the Code, as determined by the Corporation's Board of Directors ("Board"). Any assets not so disposed of shall be disposed of

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by the order of a court of competent jurisdiction located in the state in which the Corporation's principal office is then located.

#### ARTICLE X - RESTRICTION ON POLITICAL ACTIVITIES

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors, after no less than fifteen (15) days' prior written notice to all Directors.

#### ARTICLE XII - REGISTERED AGENT AND REGISTERED OFFICE

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles, the registered agent shall be Dudley Q. Sharp, Jr., Esquire and the registered office address this registered agent shall occupy is located at 369 North New York Avenue, 3rd Floor, Winter Park, Florida 32789.

#### ARTICLE XIII - EFFECTIVE DATE

The date of corporate existence shall be the date of acknowledgment of these Articles provided they are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date that is five (5) days prior to such filing.

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ARTICLE XIV - INCORPORATOR

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

Dudley Q. Sharp, Jr.

369 N. New York Avenue  
3<sup>rd</sup> Floor  
Winter Park, Florida 32789

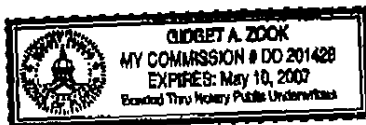
IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth below our name:


  
Dudley Q. Sharp, Jr., Incorporator  
Date: May 31, 2006

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Dudley Q. Sharp, Jr., to me well known and known to me to be the person described as the incorporator in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 31<sup>st</sup> day of May, 2006.



  
NOTARY PUBLIC  
Print Name:  
MY COMMISSION EXPIRES:

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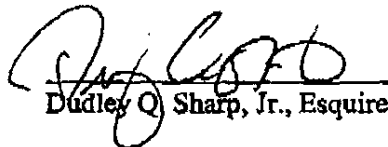
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Section 617.0501, Florida Statutes (1997), the following is submitted, in compliance with said act:

That CREATIVE SANFORD, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 211 East First Street, Sanford, Florida 32771, has named Dudley Q. Sharp, Jr., Esquire, located at 369 North New York Avenue, 3rd Floor, Winter Park, Florida 32789, County of Orange, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: May 31, 2006.

  
Dudley Q. Sharp, Jr., Esquire

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