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# Wallace B. Anderson, Jr. Attorney at Law

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28 April 2007

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314-6327

In Re: Articles of Incorporation for THE WEST TAMPA CENTER FOR THE ARTS, INC., a Florida Not For Profit Corporation

#### Ladies and Gentlemen:

Enclosed is my law firm check, number 4996, for \$ 78.75 in payment of following.

New Florida Corporation:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ 8.75
	\$ 78.75

Please include the date stamped copy of the Articles of Incorporation enclosed for that purpose and the Certificate Copy in the envelope enclosed for that purpose.

Yours,

Wallace B. Anderson, Jr

#### ARTICLES OF INCORPORATION

#### FOR

#### THE WEST TAMPA CENTER FOR THE ARTS, INC.

In accordance with Section 617.0202, *Florida Statutes*, THE WEST TAMPA CENTER FOR THE ARTS, INC., a Florida Not For Profit Corporation, through its undersigned incorporator, files its Articles of Incorporation.

### ARTICLE ONE NAME

The name of the Corporation is: THE WEST TAMPA CENTER FOR THE ARTS, INC. ("Corporation").

## ARTICLE TWO PRINCIPAL PLACE OF BUSINESS:

1906 N. Armenia Ave. Tampa, FL 33607-3408

ARTICLE THREE
INITIAL REGISTERED AGENT,
WHO IS A RESIDENT OF FLORIDA
AND WHOSE ADDRESS IS:

Wallace B. Anderson, Jr.
Attorney at Law
2202 N. West Shore Blvd.
Suite 200
Tampa, Florida 33607-5749



# ARTICLE FOUR NO AUTHORIZED OR ISSUED SHARES, NO MEMBERS, AND CORPORATION MANAGED BY BOARD OF DIRECTORS

- A. The Corporation is not organized for profit
- B. It is not authorized to issue capital stock.
- C. The Corporation shall have no members.
- D. The Corporation shall be governed by its Board of Directors, which shall be self-perpetuating.

## ARTICLE FIVE FEDERAL INCOME TAX EXEMPT PURPOSES OF THE CORPORATION

- A. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law ("Code").
- 1. To receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law.
- 2. To sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income received for any of the above mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the

directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received.

- 3. No gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of Section 501(c) (3) of the Code, or as shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Code.
- 4. To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them.
- 5. In general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida law for educational and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 these Articles.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except

that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Code and the Corporation shall not participate in or intervene in (including publishing 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:
- 1. By a corporation exempt from federal income tax under §501(c)(3) of the Code, or
- 2. By a corporation, contributions to which are deductible under §170(c) (2) of the Code.

## ARTICLE SIX SPECIFIC CORPORATE PURPOSES

- 1. The Corporation is organized to:
- a. Foster and to develop art appreciation and art education in West Tampa, Florida,
- b. Promote and encourage appreciation of the history of the art and the artists that are a part of the history of West Tampa, Florida,
  - c. Support and encourage unknown but promising artists.
- 2. The Corporation's purposes are to stimulate interest in the visual arts and to encourage artists to open studios in which to work located in West Tampa, Florida.
- 3. The Corporation will encourage art education and art appreciation by sponsoring regularly recurring art exhibits at which works of unknown but promising artists will be displayed.
  - 4. To be eligible to have their works displayed at the art exhibits,
    - a. Artists cannot be not affiliated with art galleries and
    - b. Have no other regular venue for exhibiting their creations.

- 5. The works exhibited are to be selected by a panel of qualified art experts.
- 6. The Corporation does not charge the artists fees for having their works displayed.
- 7. During the art exhibits, the Corporation does not sell or offer the displayed works for sale.

## ARTICLE SEVEN ELECTION OF BOARD OF DIRECTORS

- A. At the organizational meeting of the Members of the Corporation, the Incorporator shall appoint three (3) directors ("Directors") of the Corporation and shall immediately resign.
  - B. The number of Directors shall, at all times, be no less than three (3).
- C. Replacement of Directors or an increase in the number of Directors (provided there is always an odd number of Directors) will be approved by a majority vote of the Directors in accordance with the terms of the Bylaws.

#### ARTICLE EIGHT LIMITATION ON CORPORATE POWERS

The corporate powers are as provided in Section 617.0302, *Florida Statutes*, unless otherwise limited, as approved in the By-Laws of the Corporation

# ARTICLE NINE REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

Having been appointed to accept service of process for THE WEST TAMPA CENTER FOR THE ARTS, INC. at the Florida address designated in this Certificate of Incorporation, I accept appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617, *Florida Statutes*.

Dated 28 April 2007

Wallace B. Anderson Jr. Incorporator and

Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA