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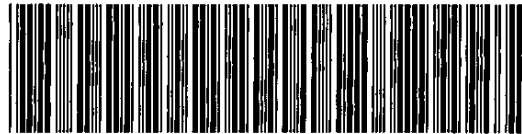
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T. Burch OCT 5 2007

Al Martin
7802 Untreiner Avenue
Pensacola, Florida 32534
850.982.7935

September 19, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Not-For Profit Articles of Incorporation for "A Fine Arts Experience Incorporated"

Please find enclosed an original and one copy of the Non-profit Articles of Incorporation for "A Fine Art Experience," along with the filing fee of \$87.50.

Upon completion of the filing process, please return a certified copy and certificate of status to the address listed below:

Al Martin
7802 Untreiner Avenue
Pensacola, Florida 32534
850-982-7935

Sincerely,



Al Martin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
The Fine Arts Experience Incorporated
A NON-PROFIT CORPORATION

Article 1. Name. The name of the corporation is the Fine Arts Experience Incorporated.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the Corporation is as follows: To enhance the communities well being and quality of life through performing arts, including but not limited to musical instruction and performance, theater production and performances, sponsoring of events, workshops, and performances to educate the public of the rich heritage of cultural contributions of the arts.

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are: to exist as a community development corporation that operates programs that serve the community.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by a nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

D. Upon dissolution of this not-for-profit organization, its assets remaining after payment, or provision for payment of all debts and liabilities of this ministry shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with the applicable provisions of the laws of this state.

Article 4. Indemnification. The Corporation shall indemnify and hold harmless the officers, members of the board of directors, and members of the organization whether volunteer or temporary, it's agents or assignees against any all actions resulting from the sponsored activities of the corporation.

Article 5. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members or one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>		
Al Martin	7802 Untreiner Avenue	Pensacola, Florida	32534
Georgia Blackmon	2017 North 7 th Avenue	Pensacola, Florida	32503
Marietta Fountain	P.O. Box 541	Missouri City, Texas	77589
Melody Neal	8149 Heirloom Drive	Pensacola, Florida	32514
John Soto	P.O. Box 17764	Pensacola, Florida	32522
Lynn Rein Wheelus	8236 Squice Road	Pensacola, Florida	32514

Article 5. Initial Registered Agent and Office. The initial registered agent is Al Martin and the initial registered office is located at 7802 Untreiner Avenue Pensacola, FL 32534.

Article 6. Initial Board of Directors. The initial Board of Directors shall have 6 members whose name and addresses are:

<u>Name</u>	<u>Address</u>		
Al Martin	7802 Untreiner Avenue	Pensacola, Florida	32534
Georgia Blackmon	2017 North 7 th Avenue	Pensacola, Florida	32503
Marietta Fountain	P.O. Box 541	Missouri City, Texas	77589
Melody Neal	8149 Heirloom Drive	Pensacola, Florida	32514
John Soto	P.O. Box 17764	Pensacola, Florida	32522
Lynn Rein Wheelus	8236 Squice Road	Pensacola, Florida	32514

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in not case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Treasurer, and Secretary. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Office</u>
Al Martin	7802 Untreiner Avenue	Pensacola, Florida 32534	Chairman
John Soto	P.O. Box 17764	Pensacola, Florida 32522	Vice-Chair
Georgia Blackmon	2017 North 7 th Avenue	Pensacola, Florida 32503	Treasurer
Melody Neal	8149 Heirloom Drive	Pensacola, Florida 32514	Secretary
Marietta Fountain	P.O. Box 541	Missouri City, Texas 77589	
Lynn Rein Wheelas	8236 Squice Road	Pensacola, Florida 32514	


Article 8. Incorporators. The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>		
Al Martin	7802 Untreiner Avenue	Pensacola, Florida	32534
Georgia Blackmon	2017 North 7 th Avenue	Pensacola, Florida	32503
Marietta Fountain	P.O. Box 541	Missouri City, Texas	77589
Melody Neal	8149 Heirloom Drive	Pensacola, Florida	32514
John Soto	P.O. Box 17764	Pensacola, Florida	32522
Lynn Rein Wheelas	8236 Squice Road	Pensacola, Florida	32514

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 10. Corporation Address. The street address of the Corporation's initial principal office is and, the Corporation's mailing address is: 7802 Untreiner Avenue Pensacola, Florida 32534.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19day of September 2007.



Al Martin
(Signatures of Incorporator)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of the The Fine Arts Experience, which is contained in the foregoing Articles of Incorporation. Pursuant to section 607.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligation and responsibilities as Registered Agent for said corporation.

DATED this 19th day of September 19, 2007.

I accept designation as registered agent:

Al Martin
Al Martin