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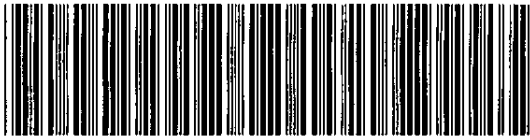
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LAW OFFICES
McCLELLAND, JONES LYONS &
LACEY, L.C.

ONE HARBOR PLACE
1901 SOUTH HARBOR CITY BLVD.
SUITE 500
MELBOURNE, FLORIDA 32901-4770

TEL (321) 984-2700
FAX (321) 723-4092
HJONES@MILANDL.COM
Private Line: (321) 984-9859

CLIFTON A. MCCLELLAND, JR.
HARRY A. JONES
AARON D. LYONS
STEPHEN J. LACEY

November 15, 2007

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

Re: **Articles of Incorporation of Creative Arts Foundation of Brevard, Inc.**

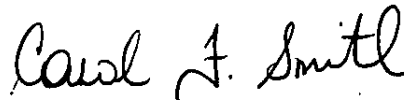
Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above-captioned not-for-profit corporation, together with our firm's check in the amount of \$78.75 representing your filing fees and a Certificate of Status.

Please stamp the copy of the Articles of Incorporation with the date received in your office a return to the undersigned in the self-addressed stamped envelope enclosed.

Thank you for your assistance in this matter.

Very truly yours,



Carol F. Smith, Paralegal to
Harry A. Jones, Esquire

Enclosures: as noted

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ARTICLES OF INCORPORATION
OF
CREATIVE ARTS FOUNDATION OF BREVARD, INC.

The undersigned by execution adopt the following Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

ARTICLE I.

The name of the corporation shall be CREATIVE ARTS FOUNDATION OF BREVARD, INC.

ARTICLE II.

This nonprofit corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State.

ARTICLE III.

The purposes for which this corporation is organized are:

(A) To encourage the fine and creative arts in Brevard County and the surrounding areas of Florida by providing support to individuals and organizations who demonstrate exceptional accomplishment and talent in the creative and fine arts, including but not limited to music, painting, sculpture, dance, acting, literature and photography;

(B) To sponsor exhibitions, recitals and other forums to enable participants, parents, sponsors and the general public to gain awareness and further the development of the fine and creative arts;

(C) To provide scholarships, awards, grants and other forms of support to deserving individuals, students and other organizations participating or pursuing personal development in the fine and creative arts;

(D) To sponsor and/or participate in educational programs which provide the local business and civic community, event participants and general public with information and career assistance in the areas of fine and creative arts;

(E) To solicit and accept by subscription, gift, grant, donation, bequest, devise or otherwise, money and property of any kind from any member of the general public and from any firm, association, foundation, or corporation, including municipal, county, state or national government or other governmental unit or instrumentality thereof and expressly provided such money and property be used solely for the purposes specified above.

(F) To have all the other powers conferred upon not for profit corporations formed under the laws of the State of Florida.

In furtherance of the foregoing purposes, The Corporation shall at all times operate as an independent public organization solely responsible and fully accountable for the preservation and expenditure of any funds granted for the purposes specified above.

ARTICLE IV.

The management and control of the Corporation shall be vested in its Board of Directors. The manner in which such management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation which are to be adopted at the organizational meeting of the Corporation.

ARTICLE V.

The address of the initial registered office of this Corporation in the state of Florida is: 2000 S Patrick Drive, Indian Harbour Beach, FL 32937, and the name of the initial registered agent at that office is TRINA W. DOWNEY, C.P.A. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI.

The names and address of the subscriber(s) to these Articles is:

<u>Name</u>	<u>Address</u>
Trina W. Downey, C.P.A.	2000 S Patrick Drive Indian Harbour Beach, FL 32937
Larry Cinco	3076 Rio Palma N. Indialantic, FL 32903

Susan Cinco	3076 Rio Palma N. Indialantic, FL 32903
Richard Ballantyne	523 Island Court Indian Harbour Beach, FL 32937
Marshall Frank	1315 Bonaventure Drive Melbourne, FL 32940
Suzanne Frank	1315 Bonaventure Drive Melbourne, FL 32940
Ailish M. Nic Phaidin	211 Cocoa Street SE Palm Bay, FL 32909

ARTICLE VII.

The Corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor have purposes not permitted (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered incurred in carrying out the purposes set forth in Article III hereof.

2. Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), the corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

ARTICLE IX.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE XI.

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to such publicly supported charitable organizations and/or governmental units as are then receiving or entitled to receive direct support from the Corporation pursuant to the purposes specified in Article III hereof and which shall have as its primary purpose those same responsibilities as specified in Article III hereof. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.


ARTICLE XII.

Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

IN WITNESS WHEREOF, the undersigned being the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 14th day of November, 2007.



TRINA W. DOWNEY, CPA



LARRY CINCO



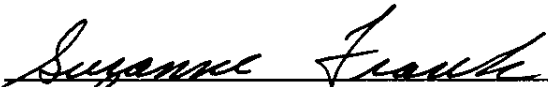
SUSAN CINCO



RICHARD BALLANTYNE



MARSHALL FRANK



SUZANNE FRANK

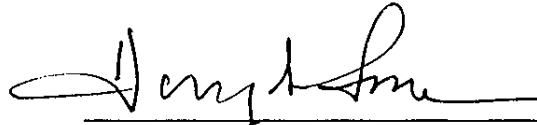


AILISH M. NIC PHAIDIN

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared TRINA W. DOWNEY, CPA, LARRY CINCO, SUSAN CINCO, RICHARD BALLANTYNE, MARSHALL FRANK, SUZANNE FRANK and AILISH M. NIC PHAIDIN to me personally known to be the persons described in and who executed the foregoing instrument and acknowledged before that they executed the same, and did not take an oath.

14th WITNESS my hand and official seal in the County and State last aforesaid this day of November, 2007.



NOTARY PUBLIC, State of Florida
My Commission Expires:



**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

CREATIVE ARTS FOUNDATION OF BREVARD, INC.


Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned as Incorporator CREATIVE ARTS FOUNDATION OF BREVARD, INC, hereby file this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered offices of this Corporation is 2000 S Patrick Drive, Indian Harbour Beach, FL 32937 and the name of the initial registered agent of this Corporation at that address is 2000 S Patrick Drive, Indian Harbour Beach, FL 32937.

DATED this 14th day of November, 2007.



TRINA W. DOWNEY, CPA



LARRY CINCO



SUSAN CINCO



RICHARD BALLANTYNE



MARSHALL FRANK



SUZANNE FRANK

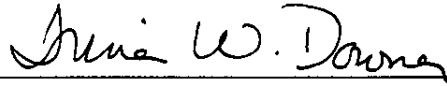


ALISH M. NIC PHAIDIN

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I the undersigned hereby accept appointment as the registered agent of CREATIVE ARTS FOUNDATION OF BREVARD, INC., at the initial registered office of the Corporation at 2000 S Patrick Drive, Indian Harbour Beach, FL 32937.

DATED this 14th day of November, 2007.



TRINA W. DOWNEY, CPA

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