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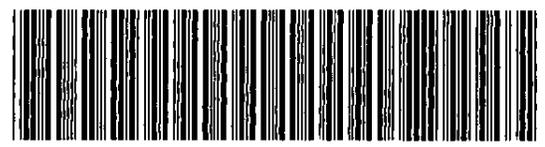
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2008 APR 29 P 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

4-29-08  
mc

## COVER LETTER

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

**SUBJECT:** THE WINTER PARK SOCIETY FOR THE ARTS, INC.  
(PROPOSED CORPORATE NAME – **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: NORA H. MILLER, ESQ.  
Name (Printed or typed)

174 Comstock Avenue, Suite 103  
Address

Winter Park, FL 32789  
City, State & Zip

407-252-3372  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
THE WINTER PARK SOCIETY FOR THE ARTS, INC.**

**FILED**  
2008-APR-29 P. 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I. NAME**

The name of the Corporation shall be: **The Winter Park Society for the Arts, Inc.**

**ARTICLE II. PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be 1112 Schultz Avenue, Winter Park, FL, 32789, and the mailing address of the Corporation shall be Post Office Box 2684, Winter Park, FL, 32790. These office locations may be changed or supplemented by the Board of Directors from time to time.

**ARTICLE III. PURPOSE**

The purposes for which the Corporation is organized are exclusively charitable, educational, scientific and literary, as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article VII herein:

- A. Promoting Winter Park, Florida, as a culturally rich community;
- B. Encouraging and cultivating a taste for music, literature, dance and other arts, by providing financial support to artists and local arts organizations;
- C. Funding a Music in the Park program;
- D. Giving or causing to be given operatic or dramatic presentations, concerts, lectures, exhibitions of the visual arts and other cultural events;
- E. Raising, receiving, maintaining, distributing and administering funds for the purposes listed above;
- F. Conducting any and all lawful activities which may be necessary or useful in accomplishing the foregoing purposes; and

- G. Exercising all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as may be amended, and all such other powers as are permitted by applicable law.

#### **ARTICLE IV. MEMBERSHIP**

The qualifications for members and the manner of their admission and expulsion shall be as set forth in the Corporation's bylaws. The corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. If, for any reason, the Corporation shall be dissolved, all income and assets shall be distributed as provided in Article VII.E. hereof.

#### **ARTICLE V. MANAGEMENT OF CORPORATE AFFAIRS**

A. The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors and their manner of election shall be specified, from time to time, by the Corporation's bylaws; provided, however, that the number of directors shall never be less than three (3), nor more than fifteen (15). The names and street addresses of the initial directors of this Corporation, who shall serve until the first election of directors as provided in the bylaws, or until their earlier resignation, removal from office or death are:

Paul Bryan  
P O Box 2456  
Winter Park, FL 32790

Ann Croft  
340 Cherokee Lane  
Winter Park, FL 32789

Ellen Hamilton  
1550 Grove Terrace  
Winter Park, FL 32789

Patricia Heidrich  
P O Box 2684  
Winter Park, FL 32790

Michael Miller  
375 Sylvan Drive  
Winter Park, FL 32789

Jeffrey Blydenburgh  
204 Genius Drive  
Winter Park, FL 32789

B. The initial officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as may be provided for in the By-Laws. Officers shall be Members of the Board of Directors of the Corporation, and shall serve at the pleasure of the majority of the whole number of Directors. The names and street addresses of the initial officers of this Corporation, who shall serve until the first meeting of the Board of Directors are:

President	Patricia Heidrich P O Box 2684 Winter Park, FL 32790
Vice President	Ann Croft 340 Cherokee Lane Winter Park, FL 32789
Secretary	Ellen Hamilton 1550 Grove Terrace Winter Park, FL 32789
Treasurer	Michael Miller 375 Sylvan Drive Winter Park, FL 32789

#### **ARTICLE VI. EFFECTIVE DATE AND TERM OF EXISTENCE**

The effective date of these Articles of Incorporation shall be May 1, 2008. This corporation shall exist perpetually until dissolved by an affirmative action of the Board of Directors or the date on which there are no remaining directors, or as otherwise provided in the Bylaws of the Corporation.

#### **ARTICLE VII. DEDICATION OF ASSETS ON DISSOLUTION EXEMPT ORGANIZATION PROVISIONS**

A. The corporation is organized exclusively for charitable purposes, including specifically the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Code, or the corresponding section of any future tax code.

B. No part of the net earnings of the Corporation shall be distributed to its members, 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.

C. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, nor for otherwise attempting to influence any legislation, and the Corporation shall not endorse, participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provisions of this document, the Corporation shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

E. Upon the dissolution of the Corporation, all remaining assets shall be distributed for one or more exempt purpose(s) within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for one or more public purpose(s). Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for charitable purposes.

#### **ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial registered office of the Corporation shall be located at 174 W. Comstock Avenue, Suite 103, Winter Park, FL 32789, and the name of the initial registered agent of the Corporation at that address is CONTRACT REVIEW SERVICES, LLC.

#### **ARTICLE IX. INDEMNIFICATION**

To the full extent permitted by the Florida Not For Profit Corporation Act, the personal liability of a director of the Corporation, and its members, if any, shall be eliminated and the Corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is, or was, a director against judgment, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with such proceeding. Provided, however, that the Corporation shall neither indemnify a director, nor shall the director's liability be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. The corporation shall also indemnify any officer, trustee, agent or employee who is, or was, not a director, to the same extent, and with the same limitations, that the Corporation is authorized to indemnify directors.

The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the Corporation has the power to indemnify under the Florida Not For Profit Corporation Act.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

#### ARTICLE X. PRIVATE FOUNDATION STATUS

If this Corporation is a private foundation as defined in Section 509 of the Code, then the balance of this article shall apply. The corporation shall be prohibited from:

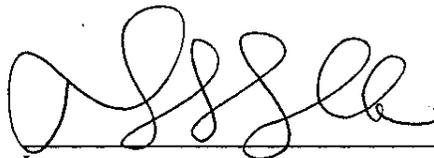
- A. Engaging in any act of "self dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941 (a) of the Code;
- B. Retaining any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;
- C. Making any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and
- D. Making any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code. The corporation shall be required to distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

#### ARTICLE XI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Nora H. Miller, Esq.  
174 W. Comstock Avenue, Suite 103  
Winter Park, FL 32789

IN WITNESS WHEREOF, the undersigned has hereunto set her hand on this  
25<sup>th</sup> day of April, 2008.



Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

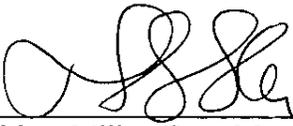
In compliance with Section 617.0501, Florida Statutes, the following is submitted: The Winter Park Society for the Arts, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 1112 Schultz Avenue, Winter Park, FL 32789, has named and designated Contract Review Services, LLC, with its registered office located at 174 W. Comstock Avenue, Suite 103, Winter Park, FL 32789, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, Contract Review Services, LLC hereby agrees to act in this capacity, and accepts the obligations of Section 617.0501 Florida Statutes, as the same may apply to the Corporation.

Dated this 25<sup>th</sup> day of April, 2008

CONTRACT REVIEW SERVICES, LLC

By:   
\_\_\_\_\_  
Nora Miller, Esq., Managing Member

2008 APR 29 P 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**