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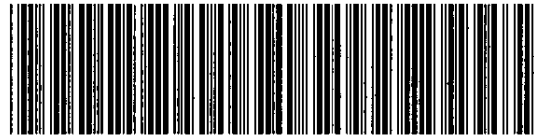
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 23 2006.

T. S. WROBEL & ASSOCIATES
ATTORNEYS AT LAW

The Historic Flood Building
870 Market Street, Suite 645
San Francisco, California 94102
(415) 928-4161 Fax: 877-744-4217
info@tswrobel-law.com

September 18, 2008

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

**RE: Certificate of Incorporation-Winter Springs Performing Arts Foundation,
Inc**

To Whom It May Concern:

Attached you will find the two (2) page Articles of Incorporation for Winter Springs Performing Arts Foundation, Inc a copy and the original.

Enclosed is a check for \$78.75 for the filing fee and a certified copy.

If you need to discuss this matter further with our offices please feel free to call.

We appreciate your prompt attention to this matter.

Regards,

/TSW/



Thomas S. Wrobel

Enclosures
TSW: sl

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ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this not-for-profit corporation is WINTER SPRINGS PERFORMING ARTS FOUNDATION, INC. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 200 Torcaso Ct., Winter Springs, FL 32708, Seminole county.

ARTICLE III PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 or corresponding section of any future federal tax code. Specifically to provide local children access to and training in all aspects of performing arts. Such activities enhance both mental and social skills of participants.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The directors of the Corporation will be elected as provided in the Bylaws of the Corporation. At the annual meeting of directors held on the 15th day in February or the following business day at the principal office of the corporation, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

ARTICLE V INITIAL DIRECTORS AND OFFICERS

The names, addresses and titles of the initial directors and officers of the Corporation are as follows:

Shanda Batchelor, 200 Torcaso Ct. Winter Springs, FL 32708

Donna Haines, 1186 Baltic Ave. Winter Springs, FL 32708

Michelle Boroughs, 252 Loma Bonita Dr. Davenport, FL 33837

ARTICLE VI INTITAL REGISTERED AGENT

The initial registered agent of the Corporation is Shanda Batchelor, 200 Torcaso Ct. Winter Springs, FL 32708.

ARTICLE VII INCORPORATOR

The incorporator of the Corporation is Shanda Batchelor, 200 Torcaso Ct. Winter Springs, FL 32708.

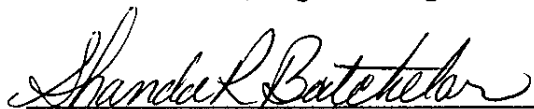
ARTICLE VIII MANNER OF DISTRIBUTION AND 501C3 LIMITATIONS

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. 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 Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- D. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Having been named as registered agent to accept service of process for the Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in such capacity.


Shanda Batchelor, Registered Agent

9-12-08
Date


Shanda Batchelor, Incorporator

9-12-08
Date