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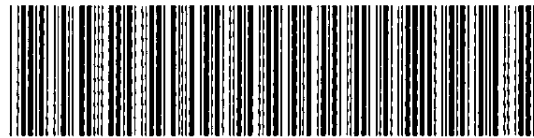
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. McKnight AUG 12 2009



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 092640 7518993

AUTHORIZATION:

COST LIMIT: \$ 78.75

ORDER DATE : August 11, 2009

ORDER TIME : 9:29 AM

ORDER NO. : 092640-005

CUSTOMER NO: 7518993

DOMESTIC FILING

NAME: FLORIDA ACADEMY OF PERFORMING
ARTS, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
FLORIDA ACADEMY OF PERFORMING ARTS, INC.

The undersigned, **HEATHER A. OCHALEK**, hereby organizes a charitable corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I

NAME

The name of the Corporation is **FLORIDA ACADEMY OF PERFORMING ARTS, INC.**

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSES

1. **Permitted Activities.** The Corporation is organized exclusively for charitable, educational, religious and/or scientific purposes, and specifically to function as a 501(c)(3) school organization to train individuals in the fine arts of music, theatre, jazz band, violin, rock band, film, camera, and related music, film, and theatre activities. The academy will conduct concerts, film, and theatre productions for the general public as a means of training its students and raising funds for its maintenance and operation. Students will receive group or team based instruction. There will be classes of varying durations and with varying participants. The academy will work closely with students from public, private and home schools to provide them a music, film, or theatrical education that supplements other disciplines taught in the above schools. Subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there

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from and the principal thereof exclusively for the purpose of enhancing the student's and other participant's education and to raise funds for the operation of the academy. The Corporation shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles. This Corporation shall further be empowered to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

2. Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, officer or other private person, 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 Third hereof.

a. Notwithstanding any other provision of these Articles, this Corporation will not carry not any other activities not permitted to be carried on by:

(1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") or the corresponding provision of any future United States Internal Revenue Law, or

(2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

b. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

(1) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.

(2) Carry on propaganda or to attempt to lobby or influence legislation.

(3) Intervene in any political campaign or to endorse any candidate for public office.

3. Private Foundation Requirements. If this corporation is ever determined to be a "private foundation" as defined in Section 509 (and during the period it remains a private foundation), this Corporation shall or shall not do the following:

a. It shall distribute, for the purposes specified in its articles of incorporation, for each

taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).

b. It shall not engage 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.

c. It shall not retain 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.

d. It shall not make 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.

e. It shall not make 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.

4. Anti-discrimination Policy. It is the policy of this corporation not to discriminate on the basis of age, race, color, national or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE IV

DISSOLUTION

In the event of dissolution, the Board of Directors will cause the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes as provided in Florida as provided in Florida Statutes, Section 617.1406.

ARTICLE V

DIRECTORS

The affairs of the corporation are to be managed by the Board of Directors. There shall be a minimum of three (3) and a maximum of five (5) members of the Board of Directors of the Corporation until the number of Directors is changed by the affirmative vote of the Directors as provided in the By-Laws. They shall be elected in the manner provided in the By-Laws. The Directors shall serve for staggered three (3) year terms

with as least two (2) Directors having terms expiring on different years from the remaining Directors. The names and addresses of the persons who are to serve as Directors until the first election thereof and their initial terms of office are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
HEATHER A. OCHALEK Executive Director	16765 Fish Hawk Blvd., 309 Lithia, Florida 33547	3 years
DEBRA K. STUMP	19005 Redbird Lane Lithia, Florida 33547	3 years
GRACE LEWIS	3905 Kristin Place Valrico, Florida 33594	2 years
JANET FRENKEL Artistic Director	6650 Thackston Dr. Riverview, Florida 33578	1 year

ARTICLE VI

OFFICERS

The officers of the Corporation shall consist of President, Vice President/Secretary and Treasurer. Their manner of election and duties will be set forth in the By-Laws. The names and offices of the persons who are to serve as officers until the first election under the By-Laws are as follows:

<u>NAME</u>	<u>OFFICE</u>
HEATHER A. OCHALEK	President
DEBRA K. STUMP	Vice President/Secretary
GRACE LEWIS	Treasurer

ARTICLE VII

MEMBERS

The Corporation shall have no members other than the Board of Directors.

ARTICLE VIII

BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Board of Directors as specified by the By-Laws.

ARTICLE IX

AMENDMENTS TO ARTICLES

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors as specified under the laws of Florida.

ARTICLE X

PRINCIPAL OFFICE AND REGISTERED AGENT/OFFICE

The principal office of the corporation shall be located at 16765 Fish Hawk Blvd., #309, Lithia, Florida 33547.

The name and street address of the initial registered agent of the corporation in the State of Florida is: **HEATHER A. OCHALEK**, 16765 Fish Hawk Blvd., #309, Lithia, Florida 33547. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE XI

INCORPORATORS

The name and residence address of the incorporator of the Articles of Incorporation is:

NAME

ADDRESS

HEATHER A. OCHALEK

16765 Fish Hawk Blvd., #309
Lithia, Florida 33547

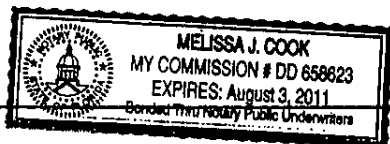
IN WITNESS WHEREOF, we have subscribed our names this 3 day of Aug, 2009.

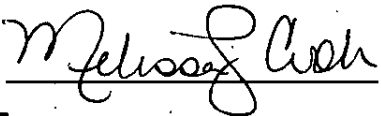

HEATHER A. OCHALEK, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of August, 2009, by
HEATHER A. OCHALEK who is personally known to me or who has produced Driver's License as
identification, and who did not take an oath.





Printed Name: Melissa J. Cook
Notary Public
My Commission Expires: Aug. 3, 2011

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **FLORIDA ACADEMY OF PERFORMING ARTS, INC.**
2. The name and address of the registered agent and office is:

HEATHER A. OCHALEK
16765 Fish Hawk Blvd., #309
Lithia, Florida 33547

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


HEATHER A. OCHALEK

8/3/09
Date

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CLERK OF STATE
TALLAHASSEE, FLORIDA