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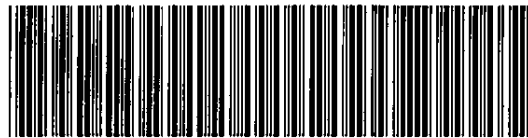
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 OCT 12 PM 1:47

FILED

Amended/NC  
SG

10/12/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Phenomenal Performances Art Center, Inc

**DOCUMENT NUMBER:** N10000007520-

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deloris Quaranta

(Name of Contact Person)

Phenomenal Visual and Performing Arts Foundation, Inc

(Firm/ Company)

9163 Parker Ave

(Address)

Jacksonville, FL 32218

(City/ State and Zip Code)

Phenomarts@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Deloris Quaranta

(Name of Contact Person)

at ( 904 ) 534-4738

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Phenomenal Performances Arts Center, Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000007520

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Phenomenal Visual and Performing Arts Foundation, Inc

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

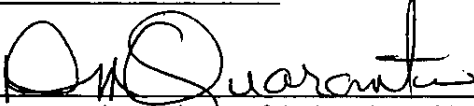
The date of each amendment(s) adoption: October 6, 2010

Effective date if applicable: October 6, 2010  
(date of adoption is required)  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated October 7, 2010

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Deloris Moton Quaranta  
(Typed or printed name of person signing)

Chairperson  
(Title of person signing)

**Phenomenal Visual and Performing Arts Foundation**  
**BOARD OF DIRECTORS**  
**Phenomarts@yahoo.com**  
**(904) 252-3398**

Amended Board of Directors

**Appointment of Board of Directors**

The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws. The persons chosen as the initial board of directors are as follows:

Deloris Moton Quaranta (Dee) <b>Chairperson, Executive Director</b> 9163 Parker Ave Jacksonville, FL 32218	Remain
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Tommy Rodgers (Tom) <b>Vice Chairperson</b> 1722 Bassett Road Jacksonville, FL 32208	Added
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Shannon Green <b>Treasurer</b> 1285 Dunns Lake Dr Jacksonville, FL 32218	Added
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Clanzenetta Brown (Mickee) <b>Secretary</b> 410-9 Blanding Blvd Jacksonville, FL 32073	Added
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Lee Brown 1695 Aspen Court Orange Park, FL 32073	Added
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Emanuel Washington 1604 Rutledge Ave Jacksonville, FL 32208	Added
---	-------

Carmen Reynolds 10901 Burnt Mill Rd, Unit 2705 Jacksonville, FL 32256	Remain
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Cyrus Quaranta	Removed
Aushia Smith	Removed

**ARTICLES OF INCORPORATION**  
**OF**  
**Phenomenal Visual and Performing Arts Foundation**  
**A-Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**A. NAME OF CORPORATION:** The name of the corporation is Phenomenal Visual and Performing Arts Foundation, Inc.

**B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 9163 Parker Ave; Jacksonville FL 32218.

**C. MAILING ADDRESS:** The mailing address of the corporation is 9163 Parker Ave; Jacksonville FL 32218.

**D. REGISTERED AGENT:** The name of the registered agent of the corporation is Deloris Moton Quaranta. The address of this registered agent is 9163 Parker Ave; Jacksonville FL 32218.

**E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**G. INCORPORATORS:** The name and address of the incorporator is: Deloris Moton Quaranta, 9163 Parker Ave, Jacksonville. FL 32218.

**H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or

indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

# **I. 501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

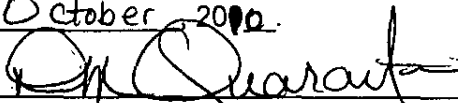
d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**J. INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### EXECUTION

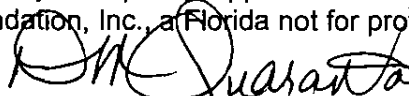
These Articles of Incorporation are hereby executed by the incorporator on this Oct 4<sup>th</sup> day of October, 2010.

  
\_\_\_\_\_  
Deloris Moton Quaranta

#### REGISTERED AGENT'S

#### ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Phenomenal Visual and Performing Arts Foundation, Inc., a Florida not for profit corporation.

  
\_\_\_\_\_  
Deloris Moton Quaranta

Date: Oct 4, 2010