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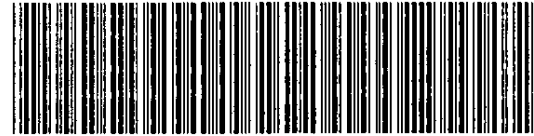
Gary Moore
(Requestor's Name)

24 NE 1st Avenue
(Address)

Suite 105
(Address)

Dania Beach, FL 33004
(City/State/Zip/Phone #)

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Articles of Incorporation of *Kneebaby: Art and Community, Inc.*

The undersigned citizen of the United States desiring to form a not for profit corporation under Chapter 617 (Corporations Not for Profit) of The 2006 Florida Statutes, certifies and acknowledges the following:

ARTICLE I. NAME

The name of the Corporation Not for Profit shall be **Kneebaby: Art and Community, Inc.**

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and mailing address of the Corporation shall be 24 NE 1st Avenue, Suite 105 in the City of Dania Beach in Broward County.

ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable, cultural, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the corporation. In no event, shall the members of directors be fewer than three.

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Name
Address

Name
Address

Name
Address

Gary Moore, Director
24 NE 1st Avenue, Suite 105, Dania Beach, FL 33004

ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations with the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended:

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1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.
2. No substantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within the Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded, or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII.

MEETINGS

1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

2.) The board of directors of the Corporation may participate in regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed email communications provided all board members agree.

ARTICLE VIII.

DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt charitable, cultural, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose. Any such assets not so disposed of shall be disposed of

by a Court of Competent Jurisdiction of the county in which the principal office of 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 such purposes.


ARTICLE IX. REGISTERED AGENT AND OFFICE

The street address of the Corporation's Registered Agent's office is 24 NE 1st Avenue, Suite 105, Dania Beach, Florida 33004 and the name of its Registered Agent is Gary Moore.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Kneebaby: Art and Community, Inc., and to accept service of process for the above stated Corporation at the place designated in this certificate, I, Gary Moore, hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1st day of July 2010,

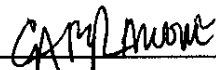


Gary Moore

ARTICLE X. INCORPORATOR

The name and address of the Incorporator is Gary Moore, 24 NE 1st Avenue, Suite 105, Dania Beach, FL 33004.

Dated this 1st day of July 2010,



Gary Moore

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