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FLORIDA PROFIT/NON PROFIT CORPORATION
The Performing Arts Project, Inc.

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**ARTICLES OF INCORPORATION
OF
THE PERFORMING ARTS PROJECT, INC.**

The undersigned, acting in his capacity as this corporation's Incorporator, hereby forms a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes and adopts the following Articles of Incorporation for this corporation:

Article 1

Name

The name of this corporation shall be:

"The Performing Arts Project, Inc."

Article 2

Principal Office Address

The principal office and/or mailing address of this corporation shall be located at 3294 Salinger Way, Tallahassee, FL 32311, which office may be changed from time to time by action of the Board of Directors.

Article 3

Purposes

This corporation is organized exclusively for charitable, scientific or educational purposes, within the parameters set forth in Chapter 617, Florida Statutes and in these Articles of Incorporation. It shall be within the purposes of this corporation (but not its exclusive purpose) to provide instruction in the fields of the performing arts, such as acting, dancing and singing, and to create performance opportunities in the fields of the performing arts. This corporation may raise, receive and maintain a fund or funds to be utilized for the acquisition of real property and/or personal property, and disburse and administer such funds, including any income or interest generated therefrom, exclusively for any one or more lawful purposes within or in furtherance of the purposes and mission of this corporation. In connection therewith, this corporation may take any action which, from time to time, shall be deemed expedient or appropriate to the Directors of this corporation in connection with or in furtherance of the foregoing.

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Notwithstanding anything to the contrary contained herein or in this corporation's bylaws, in no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import and any rules and regulations promulgated thereunder (collectively, the "Code"), or (ii) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article 4

Powers

This corporation shall have all the powers granted to not for profit corporations under Chapter 617, Florida Statutes, and the right to exercise the same, to the extent such powers are necessary or convenient to effect any and all purposes for which this corporation is organized, and subject in all events to the terms and limitations of Article 3 and Article 5 hereof.

Article 5

Prohibited Activities

In no event shall this corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code, nor shall the Corporation engage directly or indirectly in any activity or exercise any power which would cause the loss of such qualification.

No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

This corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any officer, director, creator or organizer of this corporation or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for this corporation, or as a reimbursement for reasonable expenses incurred in support of this corporation.

This corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

Article 6

Members

This corporation shall have no members. However, this corporation may refer to its donors and to individuals and entities who purchase annual and other types of "memberships" that provide them benefits under one of more programs established by this corporation (e.g., free admission, mailings, and access to and discounts on programs, goods and services). Such so called "members", however, shall not constitute or be deemed to be members within the meaning or purpose of Chapter 617, Florida Statutes, and shall not have any voting rights, rights to notices of corporate actions or any similar rights or indicia thereof customary for statutory membership in a Florida not-for-profit corporation established under Chapter 617, Florida Statutes.

Article 7

Registered Office and Registered Agent

The registered office of this corporation shall be located at 3294 Salinger Way, Tallahassee, FL 32311, and the registered agent of this corporation at such office shall be Kimberly A. Slade. This corporation shall have the right to change such registered agent and such registered office at any time or from time to time, as provided by law.

Article 8

Term of Existence

This corporation shall have perpetual existence.

Article 9

INITIAL BOARD OF DIRECTORS

All corporate powers of this corporation shall be exercised by or under the authority of this corporation's Board of Directors. Additionally, the business and affairs of this corporation shall be managed under the direction of its Board of Directors. Directors shall be elected as provided in this corporation's bylaws. Each Director shall serve this corporation until his or her successor is duly appointed and seated in accordance with this corporation's bylaws. The number of Directors may be either increased or decreased at any time or from time to time in accordance with the Bylaws, but shall never be less than three (3). This corporation shall have five (5) Directors initially. The names and addresses of the initial Directors of this Corporation are:

Kimberly A. Slade
3294 Salinger Way
Tallahassee, FL 32311

Eleisha E. Cooke
1002 Kirby Street
Lake Charles, LA 70601

Juliet D. Gray
625 William Street
Key West, FL 33040

Nikole Vallins
205 East 68th Street, Apt T4B
New, York, NY 10065

Lucius M. Dyal, Jr.
1900 5th Street N.W.,
Winter Haven, Florida, 33881

Article 10

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Lucius M. Dyal, Jr.
1900 5th Street N.W.,
Winter Haven, Florida, 33881

Article 11

Date of Adoption

These Articles of Incorporation were adopted effective as of September 1, 2011.

Article 12

Bylaws

This corporation's bylaws shall be approved by resolution adopted by a majority of the full Board of Directors, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by a majority of the full Board of Directors.

Article 13

Amendments to Articles of Incorporation

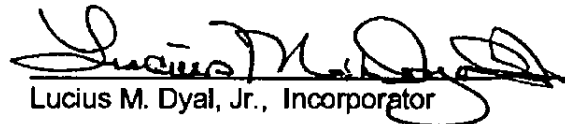
Any provision contained in these Articles of Incorporation may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law.

Article 14

Dissolution

This corporation may be liquidated or dissolved by: (i) resolution adopted by a majority of this corporation's full Board of Directors, or (ii) any other manner provided by applicable law. Upon the liquidation or dissolution of this corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of this corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Code. No part of the assets or the net earnings, current or accumulated, of this corporation shall inure to the benefit of a private individual.

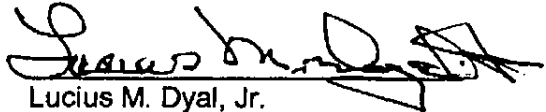
IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name this 12th day of September, 2011. These Articles of Incorporation shall be effective as of the date filed with the Florida Secretary of State.


Lucius M. Dyal, Jr., Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
THE PERFORMING ARTS PROJECT, INC., I hereby accept and agree to act in this
capacity.

Dated: September 12, 2011.


Lucius M. Dyal, Jr.

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