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ARTICLES OF INCORPORATION

CULTURAL EDUCATION & PERFORMING ARTS COALITION, INC (A Florida Not for Profit Cooperative Association)

The undersigned incorporator, for the purpose of forming a Florida not-for-profit cooperative association, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF THE CORPORATION

The name of the corporation is:

CULTURAL EDUCATION & PERFORMING ARTS COALITION, INC

ARTICLE II

The principal place of business address: The mailing address of the corporation is:

306 DIMMICK STREET
NEW SMYRNA BEACH, FL 32168

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NEW SMYRNA BEACH, FL 32168

ARTICLE III

PURPOSE

As set forth in the Bylaws, the CULTURAL EDUCATION & PERFORMING ARTS COALITION, INC, hereinafter referred to as "CEPA", has been formed for the following purposes:

1. To operate exclusively for charitable and educational purposes within the meaning of section 501 (C)(3) of the Internal Revenue Code, including but not limited to enriching the lives of the underprivileged and underserved citizens, providing them an opportunity to thrive. Specifically, CEPA will oversee, facilitate, or develop programs and/or services in a commercial building either owned or leased by the organization, preferably in business cooperative setting. In addition, the organization will engage in fund-raising, education, or outreach services in any community center, church, or school, as opportunities present themselves.

CEPA will integrate the biblical principles found in Galations 5:22 (Fruit of the Spirit: love, joy, peace, forbearance, kindness, goodness, faithfulness, gentleness and self-control) in every facet of the organization to develop and utilize strategies that promote inter as well as intra-community synergy. CEPA will strive to improve economic conditions by enabling underserved communities to gain access to both

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Cultural & Performing Arts community initiatives; nutrition-based culinary outreach services; and vocational training in accordance with the specific needs of the location, preferably in a cooperative business setting.

CEPA places an emphasis on promoting diversity, through collaborative projects, Outreach will be provided to underserved segments of society in all areas of the country (not being limited to any global region) with a concentration on uplifting the elderly, handicapped, and single-parent families with an income less than the national average.

2. "Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)."
3. "Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and the obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under section 501(C)(3) of the Internal Revenue Code."

ARTICLE IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

ARTICLE V

The name and Florida Street address of the registered agent is:

Gloria Hill
113 W. Turgot Avenue
Apt 2
Edgewater FL 32132
E-Mail ID: gloriahilleevans@yahoo.com

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: Gloria Hill

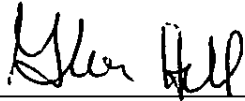
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ARTICLE VI

The name and address of the incorporator is:

Gloria Hill
113 W. Turgot Avenue, Apt. 2
Edgewater, FL 32132

Signature of Incorporator: _____



ARTICLE VII

BOARD OF DIRECTORS

The initial officer(s) and/or director(s) of the corporation is/are:

Board Members

Gloria Hill - President/Chairman/Cultural Arts, and Outreach Director
113 W. Turgot Avenue, Apt. 2
Edgewater, FL 32132

Bradley Levon Evans - Vice President/Music Education Director
2567 21st Avenue
San Francisco, CA 94116

Bredell Michael Evans, Jr - Treasurer/Global Education/Exchange Student Program Director
1113-1 Ogasawara
Leopalace Iris #102
Minami Alps City, Yamanashi
Japan 4001-0306

Section 1. General Powers.

The Board of Directors of the "CEPA" shall constitute its governing body. It shall manage, control, and direct the affairs and property of the corporation and subject to these by-laws shall have all powers necessary to carry out the purposes of the Center as specified in the laws of the U.S. and Florida state law

Section 2. Composition of the Board.

- (a) The members of the initial Board shall be those three (3) persons named as directors in the Articles of Incorporation plus such persons as shall be added to the Board before 12/30/12. Thereafter, the Board shall consist of not less than three, not more than seven. The term of the initial Board shall continue until termination by death, the effective date of resignation, or the date of his/her service period in accordance with these By-laws.
- (b) Vacancies in the Board of Directors and any Board position to be filled by an increase in the number of directors may be filled at any meeting of the Board upon nomination and a vote of a majority of the members of the Board present or on the phone or web at such meeting.
- (c) A director may resign from the Board at any time by giving notice in writing thereof. A director may be removed with cause, by a vote of 51% of the Board members present or on the phone or web at any scheduled meeting of the Board.
- (d) The voting power and the property rights and interest of each member shall be equal. The property rights and interests, respectively, of each member may and shall be determined and fixed, but the association shall have power to admit new members, who shall be entitled to vote and to share in the property of the association with the old members, in accordance with such general rule. This provision of the articles of incorporation shall not be altered, amended, or repealed, except by the unanimous written consent or the vote of all the members.
- (e) CEPA shall not have a capital stock, and its business shall not be conducted for profit.
- (f) Any person, or any number of persons, in addition to the original incorporators, may become members of CEPA, upon such terms and conditions as to membership and subject to such rules and regulations as to their, and each of their, contract and other rights and liabilities between it and the member, as the said association shall provide in its bylaws.
- (g) A certificate of membership shall be issued to each member but the said membership, or the said certificate thereof, shall not be assigned by a member to any other person, nor shall the assigns thereof be entitled to membership in the association or to any property rights or interest therein. Nor shall a purchaser at execution sale, or any other person who may succeed, by operation of law or otherwise, to the property interests of a member, be entitled to membership or become a member of the association by virtue of such transfer. The Board of Directors may, however, by motion duly adopted by it, consent to such assignment or

transfer and to the acceptance of the assignee or transferee as a member of the association, but the association may, by its bylaws, provide for or against the transfer of membership and for or against the assignment of membership certificates, and also the terms and conditions upon which any such transfer or assignment shall be allowed.

Section 3. Meeting of the Board

(a) The annual meeting of the Board shall be held in January of each year with a semi-annual meeting held in June of each year. A regular meeting of the Board, in addition to the annual meeting shall be held at least twice a year. Special meetings of the Board shall be called by the chairman or at the request of any two directors. Meetings will either be via the web or at locations as designated by the Chairman and the Board.

(b) The time and place of all meetings of the Board shall be designed by the chairman. Meetings may be held either within or without central Florida, or as indicated above, via the web.

(c) At least seven (7) days' notice shall be given to each director of the annual and regular meetings of the Board. Special meetings of the Board may be held if at least two (2) days notice is given of such meeting. Any director may waive notice of any meeting by submitting a signed waiver of notice whether before or after the meeting.

(d) Fifty-one percent (51%) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board except that if a quorum shall not be present at a meeting, a (Percent) of the directors present may adjourn the meeting from time to time without further notice.

(h) All matters shall be decided by a vote of 51% of the directors present at any meeting at which a quorum is present, except as otherwise provided by statute, the Articles of Incorporation or the By-Laws.

(i) Any action which is required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board may be taken by oral agreement without a meeting, if within ten days after such oral agreement, the text of the resolution or matter agreed upon is made available to all members of the board via mailing or web and more than a 51% of the Board do not object to such action in writing within ten days of such access.

(j) The conditions upon which, and the time when, membership of any member in the association shall cease is determined by a fifty-one percent (51%) vote of the directors; the mode, manner and effect of expulsion of a member is subject to the right of the expelled member to have the board of directors (equitably) appraise the expelled member's property interests in the association and to affix the amount thereof in money, and to have the money paid to him or her within 60 days after such expulsion.

(k) The Manner in which directors are elected or appointed is:

As provided in the Bylaws.

ARTICLE VIII

COMMITTEES

Section 1. Executive Committee.

The Board of Directors shall designate from its members an Executive Committee consisting of at least one Director. Except as otherwise required by law or these By-Laws, the Executive Committee shall have all the authority of the Board in the management of CEPA during such time as the Board is not meeting and may authorize the seal of the Corporation to be affixed to all papers which may require it. A quorum for the transaction of business by the Executive Committee shall consist of 51% of the total membership of the Executive Committee, and decisions shall be made by a 51% vote at a meeting at which a quorum is present. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board at regular meetings of the Board or more often if appropriate. A report of any executive proceedings shall be available upon request by any member of the Board. Vacancies in the membership of the Executive Committee shall be filled by the Board at a regular or special meeting.

Section 2. Other Committees

The Board of Directors may create such other committee or committees of its members or other persons which committees shall have such authority as the Board or these By-Laws direct.

Section 3. President

The President may or may not be a Board member and shall be entitled to participate in meetings of the Board, the Executive Committee, or all other committees but, unless a member of the Board, shall not be entitled to vote.

ARTICLE IX

OFFICERS

Section 1.

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be deemed necessary by the Board. Officers shall receive such salary as fixed by the Board and need not be Directors of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

Section 2

The President shall be elected every 5 years by the Board, such election to be conducted at its regular annual meeting.

Section 3

The President may be removed, for or with cause, by the Board of Directors at any time with a unanimous vote by the Board. Other officers may be removed for any cause by the Chairman of the Board. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. The President

(a) The President shall be the principal officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the purposes of the Corporation and the policies and directives approved by the Board.

(b) He//She may sign deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the objectives of the corporation except where the Board or these By-laws require the signature of some other officer or agent of the corporation.

Section 5. The Vice-President

(a) The Vice-President shall perform the duties of the principal officer of the Corporation if the principal officer is incapacitated, or not able to be reached for more than 2 business days via phone or web if there is a crisis and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in the president's absence in accordance with the purposes of the Corporation and the policies and directives approved by the Board.

(b) He//She may sign deeds, bonds, mortgages, or other instruments if directed to do so by the President or if the President is incapacitated or not able to be reached for more than 2 business days via phone or web if there is a crisis and at that point can enter into agreements necessary to carry out the objectives of the corporation except where the Board or these By-laws require the signature of some other officer or agent of the corporation.

Section 6. The Secretary

The Secretary shall be responsible for the keeping of an accurate record of all meetings of the Board of Directors, shall have custody of the corporate seal, see that all notices are duly given in accordance with these By-laws or as required by law, and, in general, perform all duties customary to the office of Secretary. In the absence of a Secretary, the Chairman shall perform these duties.

Section 7. The Treasurer

The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements, assets and liabilities in the books of the organization. He shall

deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board or Executive Committee.

ARTICLE X

CONFLICT OF INTEREST

Procedures

Duty to Disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining whether a conflict of interest exists

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Procedures For Addressing Conflict Of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as specified in the by-laws..

Records of Procedures

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Organization for services, is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statement

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI

MEMBERSHIP FEE

The amount of membership fee is \$75 for the officers, to be paid annually to carry on the business of the association to be paid by the annual meeting in January. Forfeiture of the interest of the member in the association for nonpayment of annual dues will occur if dues are not paid by February 5th or 30 days after the annual meeting. Any exceptions to this are specified in the By-laws. Community member fees will be income based as specified in the by-laws.

ARTICLE XII

GENERAL PROVISIONS

Section 1.

Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon words: CEPA and the words: "Corporate Seal."

Section 2.

Checks. All checks, drafts, or other orders for the payment shall be signed by such officer of officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3.

Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

Section 4.

Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors. The Fiscal Year will run from January to December of each year.

Section 5.

Auditing of Books. At least one month prior to the annual meeting of the Board of Directors the President shall cause the accounts of the Corporation to be audited by a certified public accountant and a full statement of the finances shall be submitted to each member of the Board.

Section 6.

The following provisions are also established:

PROVIDED THAT, if for any reason, the operations of the Cooperative are terminated or wound up or are dissolved and there remains at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given and paid to some other nonprofit organization in Volusia County, Florida having objects similar to those of the Cooperative.

PROVIDED THAT, the Cooperative shall be carried on without purpose of gain to the members, and that any surplus, or any accretions of the Cooperative shall be used solely for the purpose of the Cooperative, and the promotion of its objects.

PROVIDED THAT, no part of the income of the Cooperative shall be payable to or otherwise available for the personal benefit of any member thereof.

PROVIDED THAT, the Directors and Officers who are Directors shall serve as such without remuneration and shall not receive directly or indirectly any profit from their positions as such:

PROVIDED THAT, a Director or Officer who is a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

LIABILITY: The liability of the members is limited.

ARTICLE XIII

AMENDMENTS.

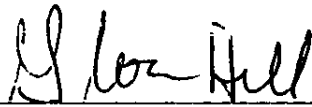
Except as otherwise provided by the Articles of Incorporation or By-laws, these Articles may be altered, amended, or repealed or new Articles may be adopted by a unanimous vote of the total number of directors at any meeting of the Board, if at least ten days written notice is given each member of the Board of intention to alter, amend or repeal or to adopt new Articles as such.

ARTICLE XIV

DISSOLUTION

Upon the time of dissolution of the corporation, assets that are 100% owned by CEPA shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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 as according to the laws of the State of Florida.

Authorized Representative: _____



GLORIA Hill, Chairman of the Board