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FLORIDA PROFIT/ ~~NON PROFIT~~ CORPORATION
ST. PETERSBURG WAREHOUSE ARTS DISTRICT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OF

ST. PETERSBURG WAREHOUSE ARTS DISTRICT, INC.

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is St. Petersburg Warehouse Arts District, Inc. and its principal office or mailing address is 100 Second Avenue South, Suite 701, St. Petersburg, FL 33701.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for the purposes of facilitating and providing forums for the exhibitions of the visual and performing arts and of creating an environment that will encourage artists to work, reside, educate and interact with the public, within the St. Petersburg Warehouse Arts District.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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 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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) by corporation contributions which are deductible under Section 170(c)(2) if the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal

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government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court 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 6: MEMBERS

6.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefor.

6.02 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

6.03 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

ARTICLE 7: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Kapusta, Jr.	100 2 nd Avenue South, Suite 701 St. Petersburg, FL 33701

ARTICLE 8: OFFICERS

8.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

8.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

8.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
Catherine Woods	President	515 22 nd Street South, Unit E St. Petersburg, FL 33712
Duncan McClellan	Vice President	2342 Emerson Avenue South St. Petersburg, FL 33712
Tracy Kennard	Secretary	P.O. Box 7452 St. Petersburg, FL 33734
Teresa Sullivan	Treasurer	542 Glenwood Lane, PO Box 19 Gerrardstown, WV 25420

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8.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 9: BOARD OF DIRECTORS

9.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

9.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

9.03 Number. The number of Directors constituting the initial Board of Directors are five (5) persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Kapusta, Jr.	100 2 nd Avenue South, Suite 701 St. Petersburg, FL 33701
Jeff Schorr	2955 Central Avenue St. Petersburg, FL 33713
Mark Aeling	515 22 nd Street South, Unit E St. Petersburg, FL 33712
Valerie Scott Knaust	127 Wildwood Lane SE St. Petersburg, FL 33705
Sal St. Germain	562 25 th Street South St. Petersburg, FL 33712

ARTICLE 10: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The

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Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION

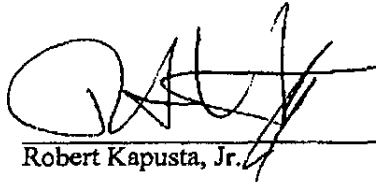
12.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

12.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

ARTICLE 13: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 100 Second Avenue South, Suite 701, St. Petersburg, FL 33701, and the registered agent thereat shall be Robert Kapusta, Jr.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 31st day of May, 2012

 (SEAL)
Robert Kapusta, Jr.

INCORPORATOR

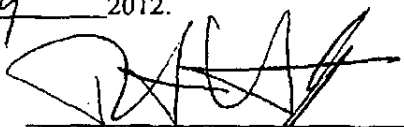
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 31st day of May 2012.


Robert Kapusta, Jr., Registered Agent

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