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(City/State/Zip/Phone #)

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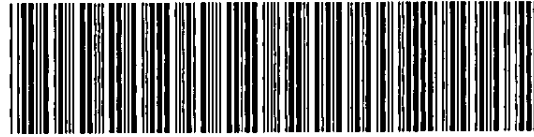
(Business Entity Name)

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12 AUG 13 AM 7:40
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LAW OFFICES OF
MATTHEW D. ELLROD, P.A.

PHONE: 727-843-0566

6642 Rowan Road
New Port Richey, FL 34653

FAX: 727-843-9033

August 10, 2012

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

Re: NPR Gallery, Inc. (new incorporation)

Gentlemen:

Enclosed are the following documents in connection with the above-referenced filing of a new corporation:


1. Articles of Incorporation (original and one copy)
2. Check for \$70.
3. Return envelope

Please file the original Articles and return a non-certified copy to the undersigned.

Thank you for your kind attention to this matter.

Sincerely,

MATTHEW D. ELLROD, P.A.



Matthew D. Ellrod

MDE/me

Encl: as noted

**ARTICLES OF INCORPORATION
OF
NPR GALLERY, INC.
(A FLORIDA NONPROFIT CORPORATION)**

FILED
12 AUG 13 AM 7:40
RECORDING OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is NPR GALLERY, INC.

The street address of the initial principal office of this corporation is 6231 Grand Blvd., New Port Richey, FL 34652.

The initial mailing address of this corporation is 6105 Main Street, New Port Richey, FL 34653.

**ARTICLE II
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for operating a public nonprofit art gallery pursuant to the Florida Not for Profit Corporation Act ("the Act") set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
DURATION**

The term of existence of this corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. To operate a public nonprofit art gallery.

B. To operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundation.

**ARTICLE V
MEMBERSHIP**

A. This corporation shall not have members, as permitted by section 617.0601(1)(a) of the Act.

**ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not fewer than three persons. The initial number of Directors of this corporation shall be four, provided, however, that such number may be changed

by a Bylaw duly adopted by the Board. The initial Directors shall hold office indefinitely until successors are elected by the Board.

The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
NANCY CIESLA	6231 Grand Blvd., New Port Richey, FL 34652
SHIRLEY PHEASANT	5600 US Hwy 19, New Port Richey, FL 34652
RICH MODGLIN	5535 Grand Blvd., New Port Richey, FL 34652
DAVID A. DORSEY	6105 Main Street, New Port Richey, FL 34652

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time.

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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.

B. 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.

C. 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 of 1954 (or the corresponding provision of any subsequent federal tax laws) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax laws).

D. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax laws), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
INCORPORATOR

The names and addresses of the Incorporator of this corporation is:

Name
DAVID A. DORSEY

Address
6105 Main Street, New Port Richey, FL 34652

ARTICLE X
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.


ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The address of the corporation's registered office shall be 6105 Main Street, New Port Richey, FL 34652. The name of its registered agent at that address shall be DAVID A. DORSEY.

ARTICLE XII
AMENDMENT OF ARTICLES


These Articles of Incorporation may be amended by the majority vote of the Board.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under Florida law, have executed these Articles of Incorporation, this 9th day of August, 2012.



DAVID A. DORSEY, Incorporator

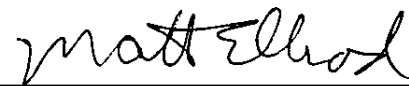
I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for NPR GALLERY, INC.



DAVID A. DORSEY, Registered Agent

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 9th day of August, 2012, by DAVID A. DORSEY as Incorporator for NPR GALLERY, INC, a Florida corporation, who is personally known to me or who produced MA as identification.



Notary Public



FILED
12 AUG 13 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA