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12 SEP 12 AM 11:45  
TALLAHASSEE, FLORIDA

N12-45329

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 31, 2012

DENNIS BARTHOLOMEW  
THE ARTS PROJECT  
645 FOX RUN S.W.  
VERO BEACH, FL 32962

SUBJECT: THE ARTS PROJECT, INC.  
Ref. Number: W12000045329

We have received your document for THE ARTS PROJECT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is N00000004787 (THE ARTS PROJECT, INC.).

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 012A00022267

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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August 29, 2012

To Whom it may concern:

Enclosed is a check for \$78.75 for registering the Articles of Incorporation for the ARTS Project and for a certified copy of the Articles.

Please send to:

Dennis Bartholomew  
The ARTS Project  
645 Fox Run S.W.  
Vero Beach, Florida 32962

Thank you,



Dennis Bartholomew

*Articles with  
New Name*

**Articles of Incorporation  
of  
The Center for Artistic Values and Empowerment, Inc.**

The undersigned, acting as the incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE 1 - NAME OF CORPORATION**

The name of the corporation shall be  
The Center for Artistic Values and Empowerment, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS  
OF CORPORATION**

The principal office and mailing address of the corporation is 645 Fox Run S.W.  
Vero Beach, Florida 32962

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall be to organize and operate a community foundation and shall be limited to those activities allowed to be carried on by an organization referred to in Section 170(b)(2) of the Code.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the

corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation.

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE IV - ELECTION OF DIRECTORS**

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The number of individuals that make up the Board of Directors shall be established in the Bylaws and may be changed from time to time but shall at all times consist of at least three (3) persons.

Dennis J. Bartholomew 645 Fox Run S.W. Vero Beach, Florida 32962

Kenneth Bartholomew 1350 Quail Court Boardman, Ohio 44512

Elizabeth Mayo 620 Reef Road Vero Beach, Florida 32963

Jill Pease 1536 Shoreline Drive East Vero Beach, Florida 32963

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 645 Fox Run S.W. Vero Beach, Florida 32962) and the name of the initial registered agent of this corporation at that address is Dennis J. Bartholomew. The Board of Directors may from time to time designate a new registered office and registered agent.

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Kenneth Bartholomew 1350 Quail Court Boardman, Ohio 44512

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Dennis J. Bartholomew	645 Fox Run S.W. Vero Beach, Florida 32962

**ARTICLE VII - TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE VIII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX - MEMBERS**

Persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the corporation. The corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

**ARTICLE X - DISSOLUTION OF CORPORATION**

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment of services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Vero Beach, Florida, this 19 day of September, 2012.

  
Dennis J. Bartholomew Incorporator

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STATE  
FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

  
Dennis J. Bartholomew

September 19, 2012  
Date

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TALLAHASSEE, FLORIDA