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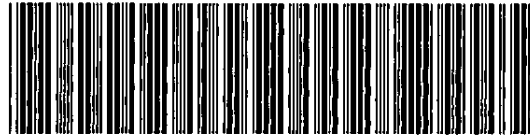
(Business Entity Name)

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12 SEP 27 PM 1:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1A

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: **PANGAEA PROJECT, INC.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: **JESSE VANCE**  
Name (Printed or typed)

**2621 Fairfield Ave. S.**  
Address

**St. Petersburg, FL 33711**  
City, State & Zip

**901-619-1519**  
Daytime Telephone number

**j.thelonious@gmail.com**  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
PANGAEA PROJECT, INC.  
A CORPORATION NOT-FOR-PROFIT**

**FILED**  
**12 SEP 27 PM 1:08**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Pangea Project, Inc., a corporation not for profit are filed with the Secretary of State of the state of Florida, pursuant to the provisions of Chapter 617 of the Florida Statutes for the purposes stated hereinafter, The undersigned incorporator adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be: PANGAEA PROJECT, INC.

**ARTICLE II  
ADDRESS**

The address of the principal office and the mailing address of the corporation is:  
2621 Fairfield Ave. S., St. Petersburg, FL 33711.

**ARTICLE III  
OBJECT AND PURPOSE**

That the general purposes for which this corporation is organized are educational, cultural and charitable purposes within the meaning of Section of 501(c)(3) Internal Revenue Code (as amended) including more specifically, the following:

A. To promote cultural and educational excellence by displaying works of art of artistic merit, created in various mediums.

B. Provide an outlet for artists, particularly young and emerging artists whose works may not find a home in existing artistic venues.

C. To alleviate poverty through the promotion of arts and culture, and the fostering of projects for the betterment of the community.

D. To provide a facility for teaching, exhibiting and promoting of all aspects of the art spectra for the benefit of the St. Petersburg community and the general public.

E. Such other purposes as may be determined from time to time to be in the furtherance of the general purposes stated hereinabove.

#### **ARTICLE IV DIRECTORS**

The corporation shall have no less than three (3) and no more than thirty (30) directors, and the original incorporators shall be the first directors. Existing directors may elect other directors and may fill vacancies caused by deaths, resignations or other causes.

The first directors shall serve as the Board of Directors until the next annual election. The provisions for the election of the directors and officers shall be set forth in the by-laws of the corporation.

#### **ARTICLE V DIRECTORS / OFFICERS**

Jesse Vance, President  
2621 Fairfield Ave. S., St. Petersburg, FL 33711.

Bradley Kokay, Vice President  
2621 Fairfield Ave. S., St. Petersburg, FL 33711.

Britney Smith, Secretary  
4347 5<sup>th</sup> Ave. N., St. Petersburg, FL 33713

#### **ARTICLE VI REGISTERED AGENT**

The initial registered agent shall be Arne James Grinaker, Esq., whose address is 1135 Pasadena Ave. S., Ste 310, South Pasadena, FL 33707.

#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator of this Corporation:

Jesse Vance, 2621 Fairfield Ave. S., St. Petersburg, FL 33711.

#### **ARTICLE VIII CORPORATE POWERS**

The corporation shall have the powers set forth in Section 617.0302, Florida Statutes.

#### **ARTICLE IX BY-LAWS**

The By-laws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors of the Project.

## **ARTICLE X**

These Articles of Incorporation can be amended by a two-thirds vote of the directors at the regular annual meeting or at a special Board of Directors of the Project meeting called for that purpose.

## **ARTICLE XI**

There shall be no capital stock in the corporation and no director or officer shall have any right or title to any asset of the Museum.

## **ARTICLE XII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of this corporation whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the corporation itself; provided, however, that no such director or officer shall be so Indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such clarification, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

## **ARTICLE XIII**

### **DISSOLUTION**

Upon the dissolution of the Project, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto, with preference given to an organization with a similar mission to the Project. Upon dissolution of the Project, none of the assets shall be distributed to any member, director or officer of the Project.

## **ARTICLE XIV**

### **PROHIBITED CONDUCT**

The corporation is prohibited from doing any of the following:

A. Carrying on propaganda, or otherwise attempting to influence legislation, participate in or intervention in (including publishing or the distribution of statements) any political campaign on behalf of any candidate for public office.

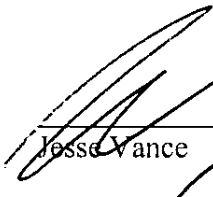
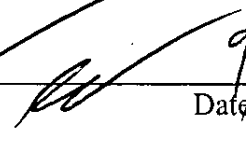
B. Permitting any part of its net earnings to inure to the benefit of any individual or corporation, including its members and/or directors.

C. Paying compensation to any member, officer or director of the corporation or substantial contributor to it, except as is reasonable payment for services actually rendered to or property deliver to or for the corporation.

D. Engaging in any act of self-dealing as defined in Section 4741(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Law.

E. Any actions which would disqualify the Project from maintaining it's tax exempt status

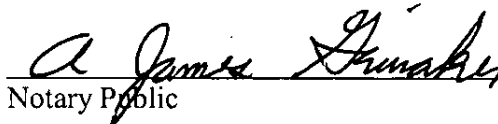
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the dates stated below.

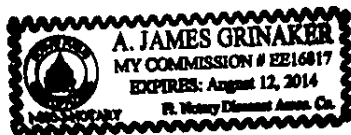
 Jesse Vance  
 Date 9/24/12

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on September 24, 2012 by Jesse Vance, [ X ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal

  
Notary Public



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

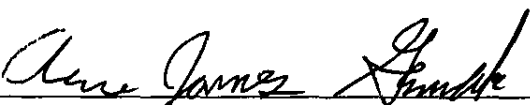
1. The name of the corporation is:

PANGAEA PROJECT, INC.

2. The name and address of the registered agent and office is:

Arne James Grinaker, Esq.,  
1135 Pasadena Ave. S., Ste 310,  
South Pasadena, FL 33707.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Arne James Grinaker  
Date 9/24/2012

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA