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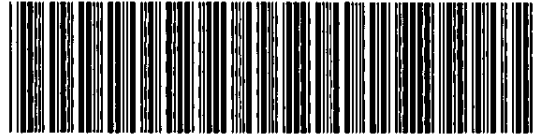
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Richard R. Swann
Leigh A. Williams
Donald P. Dietrich
Of Counsel

November 2, 2012

Department of State
Division of Corporations
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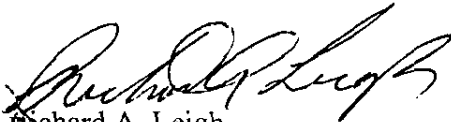
RE: ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.

Gentlemen:

Enclosed are the following items:

1. Our firm check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation, Designation of Registered Agent and a certified copy of the Articles; and
2. The original and one (1) copy of Articles of Incorporation.

Very truly yours,


Richard A. Leigh

RAL/gm
Enclosures

RAL LEIGH RICHARD A\CORPORATE.BUSINESS\ALICE MCLAUGHLIN FOUNDATION FOR THE ARTS, INC\...DEPT OF STATE 11-2-12.DOC

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ARTICLES OF INCORPORATION

OF

ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not-for-profit pursuant to Florida Statute Chapter 617 and do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is **ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.**

ARTICLE II. NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III. DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE IV. PURPOSE

This corporation is organized, and shall be operated exclusively, for the following purposes:

A. To establish and provide a place to develop and enhance artistic talent to establish an Art Legacy and to provide education assistance and programs and opportunities for artists and educational programs for the general public.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or Officers, but 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 (Purposes) hereof.

ARTICLE VI. MEMBERS

The members of the Corporation shall be the Board of Directors of **ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.** as from time to time elected. one-third (1/3) of the Members appearing in person or by proxy shall constitute a quorum at a meeting of the Members, however, there must be at least two (2) members present at all meetings. The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alice McLaughlin	1920 Via Contessa Winter Park, Florida 32789
Pablo Muñoz	1920 Via Contessa Winter Park, Florida 32789
Richard A. Leigh	1031 West Morse Blvd., Suite 350 Winter Park, FL 32789

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public

office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1987 or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1987 or the corresponding provision of any future United States Internal Revenue Code. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Code of 1987 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation.

ARTICLE VII. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the Corporation is: 2464 Grand Teton Circle, Winter Park, Florida 32792, and the name and address of the Registered Agent are: Richard A. Leigh, 1031 West Morse Blvd., Suite 350, Winter Park, Florida 32789.

ARTICLE VIII. BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but

Alice McLaughlin

1920 Via Contessa
Winter Park, Florida 32789

ARTICLE X. BY-LAWS

The By-Laws of this corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XII. NONSTOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the

Florida Not For Profit Corporation Act.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of this Corporation, all property and funds remaining after payment of debts of the Corporation shall be distributed to a Corporation, Trust or other Organization dedicated to preservation of the Arts which would then qualify as a tax exempt organization under the provisions of the Internal Revenue Code as they now exist or as they may hereafter be amended.

ARTICLE XV. INCORPORATOR

The name and address of each Incorporator is as follows:

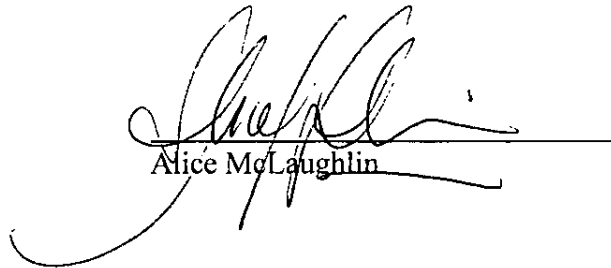
NAME

ADDRESS

Alice McLaughlin

**1920 Via Contessa
Winter Park, Florida 32789**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of OCTOBER, 2012.


Alice McLaughlin

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**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and

County set forth above, personally appeared **ALICE McLAUGHLIN**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of October, 2012.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, hereby accepts the appointment as Registered Agent of **ALICE McLAUGHLIN FOUNDATION FOR THE ARTS, INC.** which is contained in the foregoing Articles of Incorporation.



RICHARD A. LEIGH
REGISTERED AGENT

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