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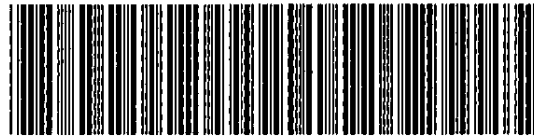
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ARTICLES OF INCORPORATION

OF

IMAGINE TALLAHASSEE, INC.

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ARTICLE I: The name of the corporation shall be Imagine Tallahassee, Inc. (the "Corporation").

ARTICLE II: The street address of the principal office and mailing address of the Corporation shall be 215 S. Monroe Street, Second Floor, Tallahassee, Florida 32301.

ARTICLE III: The Corporation shall be a nonprofit organization qualifying under section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is for charitable purposes including, but not limited to, erecting or maintaining public buildings, monuments, or works, lessening the burdens of government, and combating community deterioration, to stimulate and encourage relationships with organizations in furtherance of the above purposes, and to carry on any business related to these charitable purposes.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV: The Corporation may have members as the bylaws of the Corporation may allow. The Corporation may have different classes of the above described members.

ARTICLE V: This Corporation shall be managed by a Board of Directors and shall have no less than three (3) nor more than nine (9) directors. The directors and the number thereof shall be elected or appointed as provided by the Bylaws of the Corporation. The initial directors shall be:

<u>Name</u>	<u>Address</u>
J. Breck Brannen	215 S. Monroe Street, Second Floor Tallahassee, Florida 32301
Kim Rivers	311 E. Jennings Street Tallahassee, Florida 32301
J.T. Burnette	311 E. Jennings Street Tallahassee, Florida 32301

ARTICLE VI: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof or be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(3) of the Code.

ARTICLE VII: Any person or future director or officer of the Corporation and any present or future director or officer of any other corporation serving as such at the request of this Corporation, because of this Corporation's interest in such other corporation, or the legal representative of any such director or officer shall be indemnified by this Corporation against reasonable costs and expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any director or officer, or his legal representative, may be made a party by reason of his being or having been such director or officer; provided:

- A. Such action, suit or proceeding shall be prosecuted against such director or officer or against his legal representative to a final determination and shall not be finally adjudged in said action, suit or proceeding that he has been derelict in the performance of his duties as such director or officer, and

- B. Said action, suit or proceeding shall be settled or otherwise terminated as against said director or officer, or his legal representative, without final determination on the merits, and it shall be determined by the Board of Directors in such other manner as may be provided in the Bylaws that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding.

The privilege and power conferred by this article shall be in addition to and not in restriction or limitation of any other restriction or power which a corporation not for profit in Florida may have in respect to indemnification or reimbursement of directors or officers.

ARTICLE VIII: The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices. The officers, names and addresses of the initial officers are:

<u>Officer/Name</u>	<u>Address</u>
President/Secretary/Treasurer: Kim Rivers	311 E. Jennings Street Tallahassee, Florida 32301

ARTICLE IX: The registered agent of this Corporation shall be J. Breck Brannen. The address of the registered agent shall be 215 S. Monroe Street, Second Floor, Tallahassee, Florida 32301.

ARTICLE X: The name and address of the Incorporator is: J. Breck Brannen, 215 S. Monroe Street, Second Floor, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, I, the undersigned Incorporator of Imagine Tallahassee, Inc., hereby set my hand and seal this 25th day of January, 2013, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

By: 
J. Breck Brannen, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT

13 JAN 28 AM 8:18


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Imagine Tallahassee, Inc.
2. The name and address of the registered agent and office is:


J. Breck Brannen
(NAME)

215 S. Monroe St., 2d Floor
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32301
(CITY/STATE/ZIP)

SIGNATURE: 
NAME: J. Breck Brannen
TITLE: Incorporator
DATE: January 25, 2013

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.

SIGNATURE: 
NAME: J. Breck Brannen
DATE: January 25, 2013