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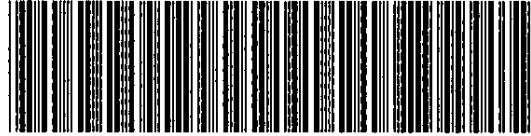
(Business Entity Name)

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FBI/DOJ

6500 JUN 18 2013

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COVER LETTER

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

SUBJECT: Winter Garden Art Association, 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: Stephanie Abell
Name (Printed or typed)

28 South Main Street
Address

Winter Garden, FL 34787
City, State & Zip

407-947-7645
Daytime Telephone number

accounting@greenmachinenursery.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
WINTER GARDEN ART ASSOCIATION, INC.**

The undersigned acting as 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 I- NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be Winter Garden Art Association, Inc. The address of the corporation shall be 28 South Main Street, Winter Garden, FL 34787.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

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

A. To promote the enjoyment and appreciation of visual and cultural arts in Winter Garden, and any other related or corresponding charitable purposes by the distribution and use of its funds for such purposes.

B. The Corporation shall be authorized to exercise all the powers as permitted under Chapter 617, Florida Statutes and in accordance with the guidelines as set forth in Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V - AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized but not required to issue membership certificates.

B. Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

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TALLAHASSEE, FL
CLERK OF CIRCUIT COURT

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 less than four (4) persons. The initial number of Directors of the corporation shall be four (4) persons provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 28 South Main Street, Winter Garden, FL 34787 on July 1 of each year or at such other place or date as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certification or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Address</u>
Michael Armbruster	527 North Boyd Street Winter Garden, Florida 34787
Elizabeth McKinney	420 Courtlea Oaks Blvd. Winter Garden, Florida 34787
Stephanie Abell	14424 Tilden Road Winter Garden, Florida 34787
Jenny Simikian	523 Boca Chica Circle, #203

Ocoee, Florida 34761

B. Officers. The names and addresses of the initial Officers are as follows:

Michael Armbruster	527 North Boyd Street Winter Garden, Florida 34787	Chairman
Elizabeth McKinney	420 Courtlea Oaks Blvd. Winter Garden, Florida 34787	Co-Chairman
Stephanie Abell	14424 Tilden Road Winter Garden, Florida 34787	Treasurer
Jenny Simikian	523 Boca Chica Circle, #203 Ocoee, Florida 34761	Secretary

The Officers named herein shall hold office until the first meeting of members at which time an election of Officers shall be held.

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 members, 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, this corporation shall not, except to an insubstantial degree, engage in any 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 the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively not for profit as described in Chapter 617, Florida Statutes and as the Board of Directors shall

determine. Any such assets not so 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 organizations or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Stephanie Abell	14424 Tilden Road Winter Garden, Florida 34787

ARTICLE XI - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation must be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by the procedure set forth in the By-Laws.

ARTICLE XII - DEDICATION OF ASSETS

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

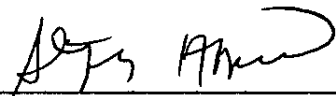
ARTICLE XIII -REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 527 North Boyd Street, Winter Garden, Florida 34787 and the name of its registered agent at said address shall be Michael Armbruster, 527 North Boyd Street, Winter Garden, Florida 34787.

ARTICLE XIV - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

IN WITNESS WHEREOF The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 4th day of June, 2013.



Stephanie Abell

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Stephanie Abell known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State aforesaid this 4th day of June, 2013

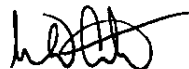


ARDEN P. GRIFFITH
MY COMMISSION # EE 130417
EXPIRES: September 24, 2015
Bonded Thru Budget Notary Services



Notary Public
My commission Expires:

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.



Michael Armbruster

Date: 6-4-2013