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3509 U.S. Highway 17 Fleming Island, FL 32003 904,385,3444 8818 Goodbys Executive Drive Suite 100 Jacksonville, FL 32217 904.737.4600 1100 South Ponce de Leon Boulevard Suite 3A St. Augustine, FL 32084 904.429.4833 389 Palm Coast Parkway SW, Suite 4 Palm Coast, FL 32137 386.524.4327 by appointment only

May 15, 2018

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

SUBJECT: STArt Now, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 (Filing fee and Certified copy.)

FROM: Christene M. Ertl

1100 South Ponce de Leon Boulevard

Suite 3A

St. Augustine, FL 32084 904-737-4600 x305 cme@ansbacher.net

Sincerely,

Christene M. Ertl Attorney at Law

Cuiten Ward

Enclosures:

Articles of Incorporation (original)
Articles of Incorporation (copy) (to be stamped Certified)
Check (#723 - DiFeo)

Articles of Incorporation for STArt Now, Inc.

The undersigned incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes does hereby adopt the following articles of incorporation for such corporation:

ARTICLE I Corporate Name

The name of the corporation is:

STArt Now, Inc.

ARTICLE II Corporate Office and Mailing Address

The street address of the principal office of the Corporation will be:

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

The mailing address for the Corporation will be:

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

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ARTICLE III Duration

Existence of the Corporation shall commence as of May 15, 2018. The Corporation shall exist in perpetuity.

ARTICLE IV Purpose the Corporation

The Corporation is organized exclusively for charitable, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, and not for pecuniary profit.

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Specifically, the Corporation is organized for the purpose of facilitating and assisting artists of all genres, types and mediums (music, painting, drawing, sculpting, photography, film, etc.) with obtaining the necessary resources, tools, information, and education to produce their art form.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under \$501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE V Non-Discriminatory Policy

The Corporation shall admit and offer its services, programs and activities to persons of any race, color, national origin, or ethnic origin. The Corporation shall not discriminate on the basis of race, color, national origin, or ethnic origin in administration of its educational policies, admissions policies, scholarship programs, grant programs, or in any other programs which are organized or administered by the Corporation.

ARTICLE VI Powers and Restrictions

The powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, but subject to the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

- 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to directors, officers or any other private individual or interest. However, the Corporation shall be authorized and empowered to pay a reasonable salary and/or hourly compensation for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- 2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
- 3. The Corporation shall not engage in propaganda, or attempt to influence legislation, within the meaning of \$501(c)(3) of the Internal Revenue Code, as may be amended.
- 4. The Corporation shall not participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE VII Registered Agent and Street Address of Registered Office

The initial registered agent will be:

Sueako DiFeo

and the registered office for such agent will be at:

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

ARTICLE VIII Incorporator

The name and address of the incorporator is:

Christene M. Ertl, Esq. c/o Ansbacher Law, P.A. 1100 U.S. Highway 1 South, Suite 3A St. Augustine, Florida 32084

ARTICLE IX Membership

Pursuant to §617.0601 Florida Statutes, the Corporation will have no members.

ARTICLE X Initial Board of Directors

The directors of the Corporation shall be elected or appointed in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event shall the number of directors be fewer than three.

The initial directors of the Corporation and their addresses are:

Sucako DiFeo

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

Christene M. Ertl

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

Jennifer Jordan

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

Karen Race

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

ARTICLE XI Corporate Officers

The officers of the Corporation will be as provided in the bylaws. Officers shall be elected or appointed as provided in the bylaws.

The initial officers of the Corporation and their addresses are:

Sueako DiFeo - President/Treasurer

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

Christene M. Ertl - Vice President

U.S. Highway I South, Unit 203 St. Augustine, Florida 32086

Jennifer Jordan - Secretary

U.S. Highway 1 South, Unit 203 St. Augustine, Florida 32086

ARTICLE XII Indemnity and Hold Harmless

The Corporation indemnifies and holds harmless each director and officer against all expenses, claims, losses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding to which such director or officer may be a party, or in which he or she may become involved, by reason of having served or serving as a director or officer of the Corporation. This indemnity shall apply to both current and former directors and officers. In the event of the death of any person having a right of indemnification under this provision, such right shall inure to the benefit of such person's heirs, executors, administrators, and personal representatives. A director or officer shall promptly notify the Corporation of any action, claim or loss which is covered by this indemnity and hold harmless agreement and cooperate with the Corporation in the defense of against any action or claim.

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However, the preceding indemnity and hold harmless agreement will not apply to a director or officer adjudged to be liable for willful malfeasance or misfeasance.

The foregoing right of indemnification shall be in addition to and not in lieu of any right of indemnity inuring to a present or former director or officer under statute or common law.

ARTICLE XIII Bylaws

The bylaws of the Corporation shall be established by the initial directors of the Corporation by majority vote. Thereafter, the bylaws shall be amended as provided in the bylaws.

ARTICLE XIV Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended upon the affirmative vote of not less than seventy five (75%) percent of directors serving at the time of the amendment. Procedures regarding amending these Articles of Incorporation shall otherwise be as provided in the bylaws.

ARTICLE XV Dissolution

Upon dissolution and upon payment or adequate discharge of all the Corporation's liabilities and obligations, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of \$501(c)(3) of the Internal Revenue Code, as may be amended, or shall be distributed to a State or the Federal government for a public purpose.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has hereunto set his hand and seal this 15th day of May, 2018.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Christene M. Ertl, Incorporator

CERTIFICATE OF REGISTERED AGENT

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That STArt Now, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of St. Augustine, County of St. Johns, State of Florida, has named Sueako DiFeo, U.S. Highway 1 South, Unit 203, St. Augustine, Florida 32086, as its agent to accept service of process within the State of Florida.

Sucako DiFec

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned is familiar with and accepts such appointment, and the obligations thereof, and agrees to act in this capacity, and to comply with the provisions of law relating to keeping said office open.

Rν.

Sueako DiFeo

"Registered Agent"