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FLORIDA DIVISION OF CORPORATIONS

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CORPORATION  
NAME: PALM BEACH COUNTY CHILDREN'S CULTURAL  
COMMUNITY CENT  
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**GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, PA.**

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ARTICLES OF INCORPORATION  
OF  
PALM BEACH COUNTY CHILDREN'S CULTURAL COMMUNITY CENTER, INC.  
(A CORPORATION NOT FOR PROFIT)

The undersigned does hereby execute these Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes.

Article I  
Name & Address

The name of the corporation is PALM BEACH COUNTY CHILDREN'S CULTURAL COMMUNITY CENTER, INC. Its principal office and mailing address is c/o The Children's House of The Palm Beaches, 1901 South Flagler Drive, West Palm Beach, FL 33401.

Article II  
Duration

This corporation shall have a perpetual existence.

Article III  
Purpose and Powers

A. This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purposes for which the Corporation is organized are: 1) To introduce infants, children and adults to the performing arts; 2) To provide an academy, scholarships, living accommodations, and a sports medicine clinic for aspiring professional dancers; and 3) To conduct dance classes, camps and festivals, and provide history on the performing arts through the establishment of a library.

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170 (c)(2) of the Code, or (iii) by a corporation pursuant to Chapter 617, Florida Statutes.

Kenneth S. Beall, Jr.  
Gunster, Yoakley, Valdes-Fauli &  
Stewart, P.A.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401  
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(407) 650-0506

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C. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation [except as otherwise provided in Section 501 (h) of the Internal Revenue Code of 1986, as amended], and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to accomplish its purpose.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 non-profit purposes set forth herein.

F. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

#### Article IV Capital Stock

The Corporation shall have no members and shall not issue stock.

#### Article V Management of Corporate Affairs and Election of Directors

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors initially composed of seven (7) members, who shall be those persons named in Article VI, and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the By-Laws. The number of Directors may be increased or decreased from time to time as the Board may determine, however, the number of Directors shall not be less than three nor more than twelve.

Article VI  
Initial Board of Directors

The names and addresses of the Initial Board of Directors shall be as listed below:

Name	Address
Evelyn Harrison	1200 South Flagler Drive West Palm Beach, FL 33401
Michael Burrows	260 Clarke Road Palm Beach, FL 33401
Tauni DeLessips	254 Worth Avenue Palm Beach, FL 33401
Phillip Whitacre	5200 N. Dixie Highway West Palm Beach, FL 33407
Daniel A. Dummett	1202 Crestwood Blvd. Lake Worth, FL 33460
Dennis Wayne	c/o The Children's House of The Palm Beaches 1901 South Flagler Drive West Palm Beach, FL 33401

Article VII  
Dissolution

This Corporation shall be dissolved and its affairs concluded by a vote of the Board of Directors. All of the property and assets of this Corporation are and shall be irrevocably dedicated to the purposes set forth in Article IV above meeting the requirements for exemptions provided by Section 501(c)(3) of the Code. No part of said property or assets shall ever inure to the benefit of any director or officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation, provision for payment of all debts and liabilities of this Corporation shall be made to the

extent assets are available. If after payment of all such debts and liabilities there remain any Corporate assets, such assets shall be distributed to an organization being operated for not for profit purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3) of the Code.

Article VIII  
Initial Registered Office and Agent

The Initial registered office of this Corporation shall be c/o The Children's House of the Palm Beaches, 1901 South Flagler Drive, West Palm Beach, Florida 33401, and its registered agent of this Corporation at such office shall be Dennis Wayne.

Article IX  
Incorporator

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Dennis Wayne	c/o The Children's House of the Palm Beaches 1901 South Flagler Drive West Palm Beach, Florida 33401

Article X  
Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not for Profit Corporation Act (currently, Section 617.0831 of the Florida Statutes) and Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its Officers and Directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an Officer, Director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested Directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, the

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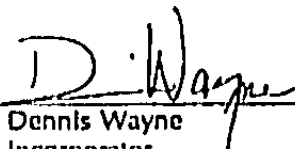
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personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI  
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, for the purposes of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation, this 13th day of April, 1995.

  
\_\_\_\_\_  
Dennis Wayne  
Incorporator

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GUNSTER YONKLEY & STEWAR

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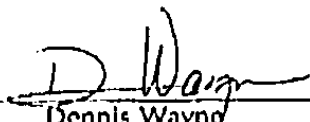
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for PALM BEACH COUNTY CHILDREN'S CULTURAL COMMUNITY CENTER, INC., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, DENNIS WAYNE, on behalf of the Corporation, hereby states that he is familiar with and agrees to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Dated: 4-13, 1995

  
Dennis Wayne

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