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ARTICLES OF INCORPORATION
FOR
ART FOR HUMANITY, INC.

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FILED
1995 MAY -8 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ART FOR HUMANITY
% Amy Smetanick
5719 NW 65th AVE
TAMARAC FL 33321

SDC

**ARTICLES OF INCORPORATION
FOR ART FOR HUMANITY, INC.**

WE, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of Florida (Chapter 617 of the Florida Statutes), applicable to corporations not for profit, under the following proposed charter.

**ARTICLE I
NAME**

The name of the corporation shall be Art for Humanity, Inc.

**ARTICLE II
REGISTERED AGENT**

The address of the initial office of the corporation is as set out above, and the name of its initial registered agent is: Amy Smetanick, 5719 N.W. 65th Avenue, Tamarac, Florida 33321.

**ARTICLE III
ADDRESS**

The initial post office address of the principal office of the corporation is: 5719 N.W. 65th Avenue, Tamarac, Florida 33321.

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ARTICLE IV SUBSCRIBERS

The names and residences of the subscribers and incorporators are as follows:

Carolyn Turano	5719 N.W. 65th Avenue Tamarac, Florida 33321
Mary-Ann Contino	558 2nd Street Leechburg, Pennsylvania 15656
Amy Smetanick	5719 N.W. 65th Avenue Tamarac, Florida 33321.

ARTICLE V TERM

This being a benevolent corporation, its term is unlimited and in perpetuity.

ARTICLE VI PURPOSES FOR WHICH ORGANIZED

The corporation is organized and shall be operated exclusively for charitable and educational purposes.

The general nature of the corporation shall be to encourage artists to use their creative expression to help achieve a betterment of mankind by making the public aware of the problems that surround us and to offer and execute solutions.

A) It is authorized to accept, hold, administer, invest and disburse for charitable and educational purposes such funds as may from time to time be given to it by any person, persons or corporations; to receive gifts and to take financial and other types of contributions and assistance for charitable and educational purposes; and in general, to do all things that may be necessary and useful in accomplishing the purposes herein above set out.

continued...

ARTICLE VI continued...

B) All of the assets and earnings shall be used exclusively for the purposes herein above set out, including the payment of expenses incidental thereto; and no part of the profits 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 these Articles of Incorporation and this corporation's Bylaws.

C) No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation *shall not* participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempted from Federal income tax under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law).

D) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.

E) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

F) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

G) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

H) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

I) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

ARTICLE VII MEMBERSHIP

The membership of the corporation shall be as set forth in this article and in the Bylaws, but shall not be less than three (3), and the original incorporators shall be the first members.

A) Additional members may be admitted to this corporation at any meeting of its Board of Directors, upon the majority vote of the Board of Directors.

B) Membership of any interest in this corporation shall not be assignable by any members, nor shall membership or any interest in this corporation pass to any personal representative, heir or devisees.

C) Membership of any member shall cease upon his death or resignation, or upon adoption of a resolution, assented to by the majority vote of the Board of Directors.

D) In no event shall membership in this corporation vest any interest in the assets of the corporation in the members.

E) There shall be three (3) classifications of membership as provided herein.

1) **VOTING MEMBER:** Each member of the Board of Directors or any substitute director shall be considered a voting member of this corporation. These members shall be the only formal members of this corporation.

2) **CONTRIBUTING MEMBERS:** Each individual or organization approved by the Board of Directors as a contributing member. These members shall be considered non-voting members of this corporation.

3) **PATRON MEMBERS:** Each individual or organization approved by the Board of Directors as a patron member. These members shall be considered non-voting members of this corporation and shall be a recognized supporter of **Art for Humanity, Inc.**

F) Any recognized supporter of **Art for Humanity, Inc.** including, but not limited to contributing and patron members, shall be eligible to serve of this corporation's Advisory Board.

**ARTICLE VIII
OFFICERS**

The names of the Officers who will serve as the initial Board of Directors are:

President Carolyn Turano

Vice-President Mary-Ann Contino

Secretary/Treasurer Amy Smetanick

ARTICLE IX MANAGEMENT OF THE CORPORATION

All corporate powers shall be exercised by or under the authority of the Board of Directors except as otherwise provided by law, by these Articles of Incorporation or the Bylaws.

A) The affairs of this corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of which may be fixed, increased or decreased, from time to time, by the Board of Directors, one of whom shall be elected President and another Vice-President. A Secretary and Treasurer shall also be elected from the Board of Directors; however, the two offices may be consolidated and held by one (1) person.

B) A majority of the total number of Board of Directors present at any meeting shall constitute a quorum for the transaction of corporation business at any meeting.

C) The members of the first Board of Directors, as named in Article VIII hereof, shall meet for an organizational meeting, as soon as conveniently possible.

D) The term and appointment of the Officers of this corporation shall be as follows:

- 1) PRESIDENT--Shall have a lifetime position until his earlier resignation, removal or death.
- 2) VICE-PRESIDENT--Shall have a lifetime position until his earlier resignation, removal or death.
- 3) SECRETARY/TREASURER--Shall have a lifetime position until his earlier resignation, removal or death.

E) In the event of a vacancy in any of the aforementioned positions, the vacancy shall be filled in the following manner:

- 1) PRESIDENT--The President's vacancy shall be filled by an election and vote of the majority of the remaining Board of Directors.
- 2) VICE-PRESIDENT--The Vice-President's vacancy shall be filled by an election and vote of the majority of the remaining Board of Directors.
- 3) SECRETARY/TREASURER--The Secretary/Treasurer vacancy shall be filled by an election and vote of the majority of the remaining Board of Directors.

F) The Board of Directors shall have the authority to temporarily fill any vacant position(s) until an election can be held at the next regular or special meeting.

G) The duties of the Officers of this corporation shall be as outlined in the Bylaws.

ARTICLE X AMENDMENTS

This charter may be amended, altered or changed at any time by a majority vote of the members of the Board of Directors, at any regular or special meeting, provided, however, that no amendment, alteration or change shall be made which disqualifies this corporation from compliance with Section 501 of the Internal Revenue Code of 1954 or its statutory successors.

ARTICLE XI BYLAWS

The Bylaws of this corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority vote of the members of the Board of Directors at any regular or special meeting.

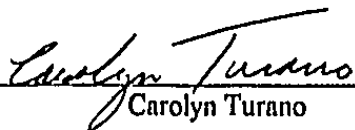
ARTICLE XII GENDER

All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the party or parties may require.

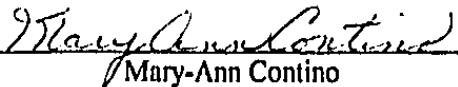
**ARTICLE XIII
ALL OTHER MATTERS**

Any other matter, not covered by these Articles of Incorporation or the Bylaws, shall be governed by the Board of Directors and the Florida Not-For-Profit Corporation Laws as such laws now or hereafter exist.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this _____ day of _____, 1995.



Carolyn Turano



Mary-Ann Contino



Amy Smetanick

STATE OF FLORIDA)

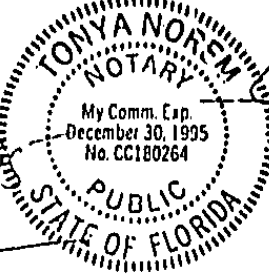
SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, Carolyn Turano, who upon being duly sworn, deposes and says that she has read the above and foregoing Revised Articles of Incorporation and that she has executed the same freely and voluntarily and for the purposes therein expressed.

My Commission Expires:

December 30 1995
Tonya Noren
STATE OF FLORIDA)



Carolyn Turano

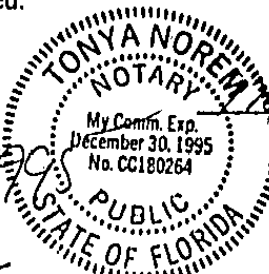
SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, Mary-Ann Contino, who upon being duly sworn, deposes and says that he has read the above and foregoing Articles of Incorporation and that he has executed the same freely and voluntarily and for the purposes therein expressed.

My Commission Expires:

December 30 1995
Tonya Noren
STATE OF FLORIDA)



Mary Ann Contino

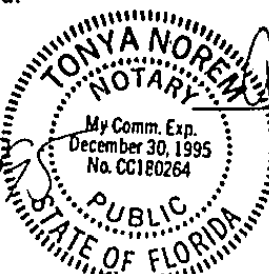
SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, Amy Smetanick, who upon being duly sworn, deposes and says that she has read the above and foregoing Articles of Incorporation and that she has executed the same freely and voluntarily and for the purposes therein expressed.

My Commission Expires:

December 30 1995
Tonya Noren
STATE OF FLORIDA)



Amy Smetanick

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

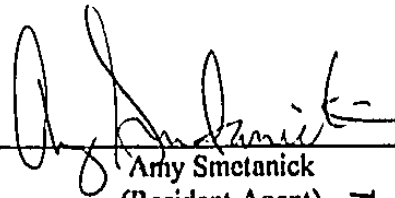
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **Art for Humanity, Inc.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Tamarac, County of Broward, State of Florida, as its agent to accept service of process with the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By



Amy Smetanick
(Resident Agent)

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TALLAHASSEE, FLORIDA