

MILLIGAN & ASSOCIATES, P.A.

Attorneys at Law

600 Lake Avenue
Lake Worth, Florida 33460-3811

Telephone: 407/547-5959
Facsimile: 407/547-5043

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

February 12, 1996
Handwritten: 196000000860
000001715560
-02/15/96--01043--003
*****70.00 *****70.00

Re: Articles of Incorporation of
ART PIZAZZ, INC.

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation for the above-referenced Corporation.
Also, I have enclosed the filing fee and the fee to register an agent of \$70.00.

Please forward the filed copy of the articles to my office at the address below:

ALPHONSO S. MILLIGAN, ESQUIRE
Milligan & Associates, P.A.
600 Lake Avenue
Lake Worth, Florida 33146-3811

Thank you for your attention in this matter.

Very truly yours,

Handwritten signature of Alphonso S. Milligan
ALPHONSO S. MILLIGAN

ASM:adm
Enclosures

CAWP5110001021STATE.LTR

Alphonso S. Milligan

RECEIVED
FEB 15 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials: 2/16/96

**ARTICLES OF INCORPORATION
OF**

**ART PIZAZZ, INC.
(A Nonprofit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Florida, one of whom acting as the Incorporator of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

Article I - Name

The name of this corporation is **ART PIZAZZ, INC.**

Article II - Non-Profit Corporation

The corporation is a non-profit corporation.

Article III - Duration

The period of its duration is perpetual.

Article IV - Principal Office and Mailing Address

The principal office and mailing address is 600 Lake Avenue, Lake Worth, Florida 33460-3811.

Article V - Purpose and Powers

This corporation is organized pursuant to Section 617, Florida Statutes which governs not for profit corporations and is organized for the cultural purpose of the furtherance of the appreciation of the visual arts.

The foregoing statement of purposes shall be construed as a statement of both purpose and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clauses, but shall be regarded as independent purposes and powers.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

This corporation does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and with the following powers:

- 1) To have perpetual succession by its corporate name;
- 2) To sue and be sued, complain and defend in its corporate name in all actions or proceedings in its corporate name to the same extent as a natural person;
- 3) Adopt, use and alter a common corporate seal. However, such seal must always contain the words, "corporation not for profit;"

4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;

6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof;

7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;

8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, possession of the United States or any foreign country;

9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833;

14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;

15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized;

16) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

17) Insure that none of its earnings or assets are distributed to officers, directors or other private individuals, although payment of reasonable compensation for services is permitted.

18) If it dissolves, the organization's assets are to be transferred to another charitable organization.

Article VI - ELECTION OF DIRECTORS

The Directors of this corporation shall be elected as provided in the bylaws.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is ~~600 Lake Avenue,~~
Lake Worth, Florida 33460-3811 and the name of the initial registered agent of this
corporation at that address is ANGEL D. MILLIGAN.

Article VIII - Limitation of Powers

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, board, 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 V hereof. No part of the activities of the corporation shall be to participate in, or intervene in (including the publishing or distribution of statements), 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 (1) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article IX - Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities and obligations of the corporation, dispose of any and all of the assets of the corporation exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X - Initial Board of Directors

This corporation shall have 3 directors initially. The number of directors may be either increased from time to time by the bylaws but shall never be less than three. The name and address of the initial directors of this corporation are:

Del D. Milligan
Lake Avenue
Worth, Florida 33460-3811

Alphonso S. Milligan
600 Lake Avenue
Lake Worth, Florida 33460-3811

Loretta Milligan
10655 East Avenue, R2
Little Rock, California 93543

Article XI - Incorporator

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

ANGEL D. MILLIGAN
600 Lake Avenue
Lake Worth, Florida 33460-3811

Article XII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIV - Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12TH day of February, 1996.



ANGEL D. MILLIGAN, Incorporator

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, 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.


ANGEL D. MILLIGAN, Registered Agent

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 15 PM 1:03

STATE OF FLORIDA

COUNTY OF PALM BEACH

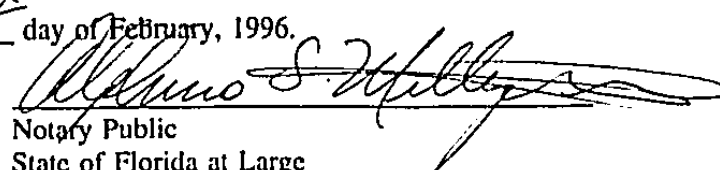
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared ANGEL D. MILLIGAN, who

☒ is personally known to me, or

☐ produced a(n) _____ as identification,

who did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 12th day of February, 1996.


Notary Public
State of Florida at Large

CAWP51100X1021ARTICLES.INC

