

N980000000419
LAW OFFICES OF
STEVEN P. RILEY

P.A.

CERTIFIED CIRCUIT COURT MEDIATOR

Date: Jan. 16, 1998

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

100002409251--1
-01/22/98--01103--007
****122.50 ****122.50

Re: ProArt Institute, Incorporated

Dear Clerk:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation and a copy, plus a check for the fee for filing same. Please send the copy and your paperwork back to us once this is filed.

If you have any questions, please do not hesitate to contact me.

Best regards,

Robin G. Powell

Robin G. Powell
Firm Administrator

/rgp
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 22 AM 8:45

FILED

CB
1-26-98

3333 HENDERSON BLVD. • SUITE 150 • TAMPA, FLORIDA 33609-2938

(813) 877-HELP (4357) • FAX (813) 875-2013 • EMAIL: RILEYLAW @ AOL.COM

**ARTICLES OF INCORPORATION
OF
PROART INSTITUTE, INCORPORATED**

(A Florida Nonprofit Corporation)

FILED
98 JAN 22 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ProArt Institute, Incorporated.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of educational seminars, workshops, publications and products which further enlightenment, skills and appreciation of the arts in society, engaging in the transaction of any and all activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form and submits it to the Board Of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Directors further discretionary powers relating to the admission of members.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

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

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have five (5) directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3).

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Daniel F. Wozniak, 172 Deer Lake Circle, Ormond Beach, FL 32174;
Gertrude Riley, 142 University Circle, Ormond Beach, FL 32176;
Betty Parker, 2115 S. Peninsula Dr., Daytona Beach, FL 32118;
Steve Aimone, 116 1/2 N. Woodland Blvd., Deland, FL 32720;
Helen Wozniak, 172 Deer Lake Circle, Ormond Beach, FL 32174.

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the

election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Daniel F. Wozniak
Vice President	Gertrude Riley
Secretary	Betty Parker
Treasurer/CEO	Helen Wozniak
Director of Curriculum & Instruction	Steve Aimone
VP/Public Relations	Betty Parker

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

ProArt Institute, Inc.
c/o: G.K. Riley
142 University Circle
Ormond Beach, Florida 32176

The name of the individual who shall serve as this corporation's initial registered agent is:

Steven P. Riley, Esquire
Law Offices of Steven P. Riley, P.A.
3333 Henderson Blvd., Suite 150
Tampa, Florida 33609-2984

ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles Of Incorporation are:

Daniel F. Wozniak, 172 Deer Lake Circle, Ormond Beach, FL 32174;
Gertrude Riley, 142 University Circle, Ormond Beach, FL 32176;
Betty Parker, 2115 S. Peninsula Dr., Daytona Beach, FL 32118;
Steve Aimone, 116 1/2 N. Woodland Blvd., Deland, FL 32720;
Helen Wozniak, 172 Deer Lake Circle, Ormond Beach, FL 32174.

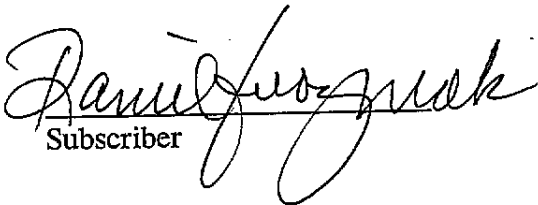
ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

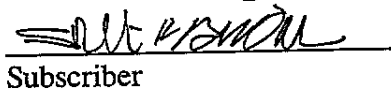
ARTICLE XIII. AMENDMENT

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of two thirds of the quorum of this corporation's members.

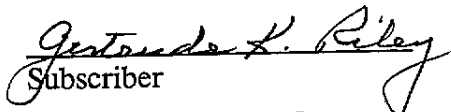
The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.


Subscriber

1-9-98
Date


Subscriber

1-9-98
Date


Subscriber

1-9-98
Date


Subscriber

1-9-98
Date

Galen L. Dogniak
Subscriber

1-9-98
Date

State Of Florida
County Of Volusia

FILED
98 JAN 22 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On January 9, 1998, the individuals, designated above as the subscribers to these Articles Of Incorporation, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ProArt Institute, Incorporated.

Tori L. Messer
Notary Public



I hereby accept my designation as resident agent and agree to serve as the resident agent of ProArt Institute, Incorporated. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ProArt Institute, Incorporated.

Steven P. Riley
Steven P. Riley, Esquire - Registered Agent

State Of Florida
County Of Hillsborough

On Jan. 15, 1998, Steven P. Riley, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent, personally known to me, or produced Florida driver's licenses as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ProArt Institute, Incorporated.

Robin G. Powell
Notary Public



ROBIN G. POWELL
My Commission CC463502
Expires Jun. 22, 1999
Bonded by HAI
800-422-1555