

Erik V. Korzilius, P.A.

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Bruce P. Korzilius
Special Consultant
(Not a Member of the Florida Bar)

June 22, 1998

N98000003723

SENT VIA OVERNIGHT COURIER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002558557-9
06/23/98-01068-003
*****78.75 *****78.75

SUBJECT: VENICE ARTS & RECREATION INC.

Enclosed is an original and one (1) copy of the articles of incorporation, an original certificate designating registered agent and registered office, and a check for:

Filing Fee & Certificate - \$78.75

FROM: Joseph D. Costa
1401 South Ringling Drive
Venice, Florida 34285
(941) 408-1300

Please return the filed Articles and Certificate of Status in the enclosed overnight courier packet.

Sincerely,



Erik V. Korzilius

Enclosures

FILED
98 JUN 23 AM 9:13
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

Handwritten initials and date: 6-25-98

ARTICLES OF INCORPORATION
OF
VENICE ARTS & RECREATION INC.

A Nonprofit Corporation

Article I. Name

The name of this Corporation is VENICE ARTS & RECREATION INC.

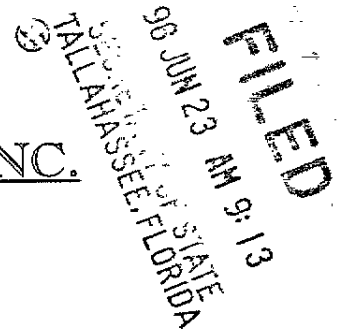
Article II. Purposes

The general nature of the objects and purposes of this Corporation shall be as follows:

Section 1. This Corporation is organized for the purpose of providing organization, administration, and guidance in connection with efforts to provide quality arts and recreation programs and facilities to the citizens of the Greater Venice, Florida, area and to formulate and promote programs and activities to obtain governmental and community support for arts and recreation efforts within the area.

Section 2. This Corporation is organized and will be operated exclusively for charitable, educational, scientific and literary purposes as defined under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and the purposes of the Corporation shall be limited to such activities and purposes as allowed under said Section, or any successor provision, anything to the contrary herein notwithstanding.

Section 3. The Corporation shall possess all powers permitted by the laws of the State of Florida to carry out said purposes, including without limitation, the power to receive and administer funds in accordance with the charitable and educational purposes for which the corporation is established, and to purchase, buy, sell, lease, convey, and to otherwise obtain or dispose of real property and personal property, whether tangible, intangible, or a combination.



Article III. Term of Existence

The Corporation shall exist perpetually. Corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State of Florida.

Article IV. Nonprofit Status and Dissolution

Section 1. This corporation shall issue no stock.

Section 2. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, or by a Corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

Section 3. On the dissolution of this Corporation the Board of Directors shall dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation or to one or more other organizations that are organized and operated exclusively for charitable, educational, scientific or literary purposes and that shall at the time qualify as exempt

organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this Corporation is then located exclusively for the purposes of this Corporation or to the organizations that the court determines are organized and operated exclusively for charitable and educational purposes.

Section 4. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code. The Corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code. The Corporation will not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code. The Corporation will not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code. The Corporation will not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code, as amended or corresponding section of any future federal tax code.

Article V. Dues

The amount of the yearly dues payable by members, if any, shall be such amount as may be determined from time to time by the Board of Directors.

Article VI. Qualification of Members

The qualification of members and the manner of their admission shall be regulated by the bylaws.

Article VII. Subscriber

The name and street address of the subscriber to these Articles is as follows:

Joseph D. Costa
701 West Venice Avenue
Venice, Florida 34285

Article VIII. Officers

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Lillian M. Costa
Vice President/Treasurer	Andrew W. Penzell
Secretary	Erik V. Korzilius

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Article IX. Board of Directors

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall not be less than three (3), nor more than twenty-five (25).

Section 2. The names and addresses of the persons who are to serve as Directors for the ensuing year are:

<u>NAME</u>	<u>ADDRESS</u>
Lillian M. Costa	701 West Venice Avenue, Venice, Florida 34285
Andrew W. Penzell	258 Miami Avenue West, Venice, Florida 34285
Erik V. Korzilius	1011 Princess Lane, Venice, Florida 34293

Section 3. Any other person or persons may be elected as additional members of the Board of Directors of the Corporation so long as they shall be approved for office by the vote of the members of the Corporation.

Article X. Bylaws

The Bylaws of the corporation shall be adopted, altered or rescinded by the majority vote of the Board of Directors at any regular meeting or any special meeting called for that purpose.

Article XI. Amendments

Section 1. These Articles of Incorporation may be amended at any meeting of the members, called for the purpose, by a two-thirds (2/3) vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

Article XII. Registered Office, Principal Office and Registered Agent

The street address of the Corporation's initial registered office (and its principal office and mailing address) and the name of its initial registered agent at such office are as follows:

Joseph D. Costa
1401 South Ringling Drive
Venice, Florida 34285

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 22nd day of June, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

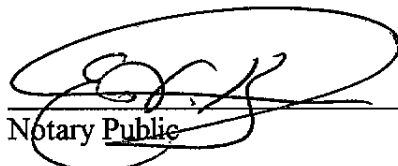

JOSEPH D. COSTA

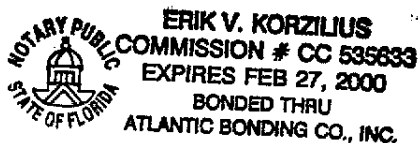
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22nd day of June, 1998, by JOSEPH D. COSTA, who is personally known to me or who produced his _____ as identification.

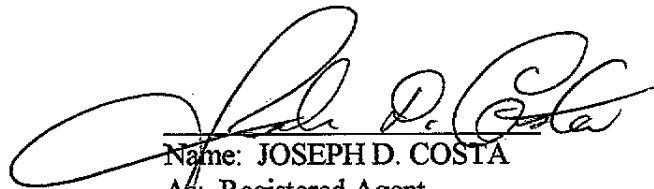
Commission Expires:


Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VENICE ARTS & RECREATION INC., at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Name: JOSEPH D. COSTA

As: Registered Agent

Date: June 22, 1998

FILED
98 JUN 23 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA