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ACCOUNT NO. : 072100000032
REFERENCE : 931183 80749B
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 AM 9:39

ORDER DATE : August 18, 1998
ORDER TIME : 11:41 AM
ORDER NO. : 931183-005
CUSTOMER NO: 80749B

CUSTOMER: Mr. Christopher C. Nash
FARR FARR EMERICH SIFRIT
HACKETT AND CARR P A.

115 West Olympia Avenue
Punta Gorda, FL 33950

~~200002618882--3
-08/18/98 01045-014
****122.50 ****122.50~~

DOMESTIC FILING

NAME: UNITED STATES CIRCUS ARTS
PROGRAM, INC.

~~000002618880--5
-08/18/98-01045-014
****122.50 ****122.50~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

513-2554
W98-18903

EXAMINER'S INITIALS:

RECEIVED
98 AUG 18 PM 12:10
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: UNITED STATES CIRCUS ARTS PROGRAM
Ref. Number: W98000018903

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DIVISION OF CORPORATIONS
98 AUG 18 AM 9:39

98 AUG 19 PM 3:28
DIVISION OF CORPORATION

RECEIVED

We have received your document for UNITED STATES CIRCUS ARTS PROGRAM. However, the document has not been filed and is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 898A00042930

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION
of
UNITED STATES CIRCUS ARTS PROGRAM, INC.
a Corporation Not for Profit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 AM 9:39

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

The name of this corporation shall be United States Circus Arts Program, Inc.

The address of the principal office and mailing address of this corporation is:

United States Circus Arts Program, Inc.
P.O. Box 22264
Sarasota, FL 34276-5264

Its mailing address is:

c/o Christopher C. Nash
115 W. Olympia Ave.
P.O. Drawer 51147
Punta Gorda, FL 33951

ARTICLE TWO

PURPOSE

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (1997).

(a) The specific and primary purposes for which this corporation is formed are as follows:

(1) To foster awareness of and participation in the art of circus through public performances, workshops, demonstrations, and research and development.

(2) To provide inter-arts awareness through information, advice, and referral services.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501 subdivision (c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.

(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, (1990 Supp.), provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) 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 1986, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(k) 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 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE THREE

REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered office of the corporation is as follows: and the name of its initial registered agent at such address is:

Farr, Farr, Emerich, Sifrit, Hackett & Carr, P.A.
c/o Christopher C. Nash
115 W. Olympia Ave.
Punta Gorda, FL 33950

The name of its initial registered agent at such address is Christopher C. Nash.

ARTICLE FOUR

TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE

QUALIFICATIONS OF MEMBERS

The qualifications of members and the manner of admitting members may from time to time be fixed and established in the Bylaws of the corporation.

ARTICLE SIX

SUBSCRIBERS TO CORPORATION

The name and residence of the subscriber to these Articles of Incorporation who is the incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|--|
| William J. McCreedy, II | 20201 Bachmann Blvd. Port Charlotte, FL 33954 |

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the Bylaws of the corporation from time to time. The Board of Directors annually shall elect from among the membership of said Board a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be established and provided for in the Bylaws.

ARTICLE EIGHT

COMMITTEES

The Bylaws of the corporation may from time to time establish committees as well as their powers and duties. The Bylaws may further establish procedures for the election or appointment of members to the committees established therein.

ARTICLE NINE

NAMES OF OFFICERS

The Bylaws of the corporation may from time to time establish offices of the corporation as well as their powers and duties. The Bylaws may from time to time fix and establish procedures for elections to fill the offices established therein. The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are as follows:

President
Vice President
Secretary/Treasurer

William J. McCreedy, II
Maria Guadalupe
Donna Johnson

ARTICLE TEN

NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three, and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|--|
| William J. McCreedy, II | 20201 Bachmann Blvd. Port Charlotte, FL 33954 |
| Maria Guadalupe Suarez | 429 Darling Drive Venice, FL 34285 |
| Donna Johnson | 20201 Bachmann Blvd. Port Charlotte, FL 33954 |

ARTICLE ELEVEN

QUORUM

The bylaws of this corporation may from time to time fix and establish quorum requirements for general membership meetings. Quorum requirements shall never be less than 10% of the active membership as established by the bylaws. The bylaws of this corporation may also from time to time fix and establish procedures and requirements for proxy voting.

ARTICLE TWELVE

BYLAWS

The Board of Directors shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation in accordance with the procedures as described therein.

ARTICLE THIRTEEN

AMENDMENTS

The Board of Directors of this corporation have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

ARTICLE FOURTEEN

DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable and/or scientific purposes and which has established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefor by any one of the last Board of Directors.

I, the undersigned, constituting the sole incorporator of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 10 day of August, 1998.

WJM William J. McCreedy, II
WILLIAM J. McCREEDY, II

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 10 day of August, 1998 by WILLIAM J. McCREEDY, II, who is personally known to me or who has produced FL Driver's License as identification.

OFFICIAL NOTARY SEAL
CHRISTOPHER NASH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC735891
MY COMMISSION EXP. APR. 21, 2002

Christopher Nash
Signature of person taking acknowledgment
Christopher Nash
Name typed, printed or stamped
April 21, 2002
Commission Expiration

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 AM 9:39

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: United States Circus Arts Program, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Venice, County of Sarasota, State of Florida, has named:

CHRISTOPHER C. NASH

located at 115 W. Olympia Ave., P.O. Drawer 511447, Punta Gorda, FL 33951, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

UNITED STATES CIRCUS ARTS
PROGRAM, INC.

By: William J. McCreedy II
WILLIAM J. McCREEDY, II

ACCEPTANCE

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.

Christopher C. Nash
CHRISTOPHER C. NASH
Registered Agent