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Wills, Trusts &
Estate Planning

Corporation &
Business Law

Law Offices
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January 29, 1999

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

000002760430--5
-02/01/99-01113-004
*****78.75 *****78.75

Re: Arts and Culture Alliance, Inc.
Not for Profit

Dear Ladies or Gentlemen:

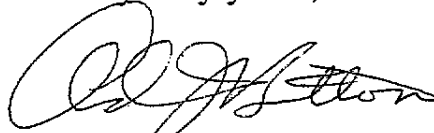
Enclosed herewith are the original and a copy of the Articles of Incorporation of the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 to cover the following:

\$35.00	Filing fee
8.75	Certificate under seal
35.00	Designation of Registered Agent

Please return the certificate under seal and a copy of the Articles of Incorporation to me at the above address. Thank you.

Very truly yours,



Andrew J. Britton

AJB/bk
Enclosures
cc: Mary Stanley

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FILED
"99 FEB -1 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ARTS AND CULTURE ALLIANCE, INC.**

FILED
99 FEB -1 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, citizens of the United States, each with the capacity to contract, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under and by virtue of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME

The name of the corporation is Arts and Culture Alliance, Inc.

ARTICLE 2. ADDRESS

The street address of the principal office of the corporation is 101 W. Venice, Avenue, Suite 10, Venice, Florida 34285.

ARTICLE 3. DURATION

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; and the period of duration of the corporation shall be perpetual.

ARTICLE 4. PURPOSE

The purpose for which the corporation is to be formed is for educational and charitable purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code, (or the corresponding provision of any future United States Internal Revenue Code) and in that connection, to encourage and promote all visual and performing arts plus a wide range of cultural endeavors in the region through receipt of donations and distributions of property for such purposes or to distribute property to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5. REGISTERED AGENT

The street address of the registered office of the corporation is 101 W. Venice Avenue, Suite 10, Venice, Florida 34285, and the name of the initial registered agent of the corporation at such address is Mary Stanley.

ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no less than three (3) directors in number and shall be elected or appointed by the method as stated in the Bylaws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Mary Stanley	1951 White Feather Lane Nokomis, FL 34275

Wayne Slabaugh

3553 Starboard Ave.
North Port, FL 34287

Ellen Chmaj

830 Indus Road
Venice, FL 34293

ARTICLE 7. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Mary Stanley	1951 White Feather Lane Nokomis, FL 34275

ARTICLE 8. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 9. RESTRICTIONS ON OPERATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise

attempting to influence legislation, and the corporation shall not 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 10. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to the Venice Foundation to be used toward its arts and culture programs if it is then in existence and if it is then organized and operated exclusively for purposes that qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), otherwise to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt

qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 11. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the manner stated in the Bylaws.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of the State of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, executes these Articles of Incorporation and certify to the truth of the facts herein stated, this 28th day of January 1999.

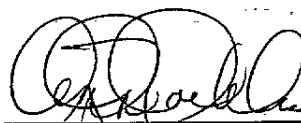


MARY STANLEY

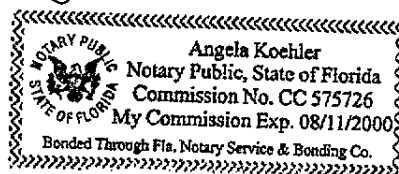
STATE OF FLORIDA
COUNTY OF SARASOTA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Mary Stanley, the incorporator of the corporation named herein, personally known to me or who did produce personally known as identification, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 28th day of January, 1999.



Notary Public



Notary Public

My commission expires:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Mary Stanley
Mary Stanley
January 28, 1999
Date

FILED
99 FEB - 1 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA