

LIONEL MCELWEE

18459 Pines Boulevard . Suite 311 . Pembroke Pines, FL

N 99000000 2343

April 6, 1999

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-04/13/99-01037-011

*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

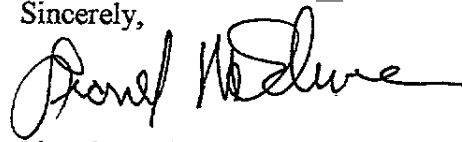
TO ALL CONCERNED:

Enclosed are the proposed Articles of Incorporation for Arts & Youth Vision Foundation, Inc., which are to be filed in accordance with State Law.

I have also enclosed a check in the amount of \$78.75 for filing fees, registered agent designation and a certified copy which is to be returned to me.

Thank you for your assistance.

Sincerely,



Lionel McElwee

Enclosures

FILED
99 APR 13 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APR 15 1999

ARTICLES OF INCORPORATION
ARTS & YOUTH VISION FOUNDATION
*(A Corporation Not for Profit formed under the Florida General Corporation Act
Chapter 617, Florida Statutes)*

FILED
99 APR 13 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The Name of the corporation is Arts & Youth Vision Foundation, Inc. located at 1031 Ives Dairy Road, Suite 247, Miami, FL 33179.

ARTICLE II

The term of existence of this corporation is perpetual unless dissolved according to law. The Corporate existence shall commence at the time of filing with the Secretary of State.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the United States and the State of Florida. The specific purpose for which the corporation is organized is to provide disadvantaged youth with exposure and training in the arts.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such

assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 IV

The corporation shall never have less than three (3) Directors. The business affairs of this Corporation shall be managed by a minimum of three (3) officers/directors, each of whom shall be of full age, and all of whom shall be citizens of the United States. The Directors shall be replaced or elected for a new term at the annual election of officers of the corporation. The officers/directors shall have full power and authority to make and enforce the By Laws of the Corporation, and to propose, adopt, alter, amend, or rescind same at the regular business meeting or on the authority of the directors and officers of this corporation. There shall be no change in the By-laws of the corporation, save and except by a majority vote cast at the regular business meeting or on the anniversary date of this incorporation, for the purpose of amending, changing, adopting, or rescinding the By-laws or the Articles of Incorporation.

ARTICLE V

The Board of Directors is as follows:

Martin Clark – 1031 Ives Dairy Road, Suite 247, Miami, FL 33179
Lionel McElwee – 18459 Pines Blvd., Suite 311, Pembroke Pines, FL 33029
Antoinette Patterson – 1031 Ives Dairy Road, Suite 247, Miami, FL 33179

ARTICLE VI

This Corporation is organized under a non-stock basis.

ARTICLE VII

The street address of the initial registered office of the corporation shall be 18459 Pines Blvd., Suite 311, Pembroke Pines, FL 33029, and the name of the initial registered agent at such address is Lionel McElwee.

ARTICLE VIII

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1999.

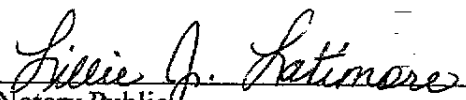


Lionel McElwee

STATE OF FLORIDA)
)
COUNTY OF DADE)

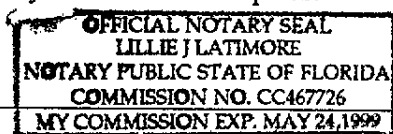
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Lionel McElwee, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of Arts & Youth Vision Foundation, Inc. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of April, 1999.



Notary Public
State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I, Lionel McElwee, hereby accept the appointment to serve as resident registered agent upon whom process may be served for Arts & Youth Vision Foundation, Inc., the above named corporation.

This acceptance is dated the 9th day of February,
1999.

Lionel McElwee
Lionel McElwee

FILED
99 APR 13 AM 11:52
STATE
SECRETARY OF
TALLAHASSEE FLORIDA