



THE UNITED STATES CORPORATION COMPANY

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FILED 99 JUN 21 AM 10:11

ACCOUNT NO. : 072100000032
REFERENCE : 281629 83321A
AUTHORIZATION : Patricia Pizjuts
COST LIMIT : \$ 70.00

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ORDER DATE : June 21, 1999

ORDER TIME : 3:15 PM

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ORDER NO. : 281629-005

CUSTOMER NO: 83321A

CUSTOMER: Pamela S. Mann, Legal Asst HARVEY WADDELL & MONAHAN HARVEY WADDELL & MONAHAN 101 North J Street, Suite 1

Lake Worth, FL 33460

DOMESTIC FILING

NAME: STREET PAINTING FESTIVAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 6/22/99

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

99 JUN 21 PM 4:02

RECEIVED

**ARTICLES OF INCORPORATION
OF
STREET PAINTING FESTIVAL, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
99 JUN 21 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is STREET PAINTING FESTIVAL, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of art, religion, charity or education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for (specify purpose).

(b) The general purposes for which this corporation is formed are to operate exclusively for such (religious, charitable, and educational) purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation is organized under a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, and different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 709 Lucerne Avenue, P.O. Box 1393, City of Lake Worth, County of Palm Beach, State of Florida. The name of its initial registered agent at such address is MARYANNE WEBBER.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 3; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on January 5, 1999, at 5:00 p.m., at 709 Lucerne Avenue, Lake Worth, FL, 33460, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 2 years until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 5:00 p.m. of each year second year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation

and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

| <u>NAME</u> | <u>RESIDENTIAL ADDRESS</u> |
|-----------------|--|
| MARYANNE WEBBER | 327 North Lakeside Drive Lake Worth, FL 33460 |
| MANUEL MESA | 1222 North Palmway Lake Worth, FL 33460 |
| LOUISE SEIDEN | 308 South Palmway Lake Worth, FL 33460 |

ARTICLE VII

The name and address of each incorporator are:

| <u>NAME</u> | <u>RESIDENTIAL ADDRESS</u> |
|-----------------|--|
| MARYANNE WEBBER | 327 North Lakeside Drive Lake Worth, FL 33460 |

ARTICLE VIII

The board of directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

| <u>NAME</u> | <u>RESIDENTIAL ADDRESS</u> | <u>TITLE</u> |
|-----------------|--|---------------------|
| MANUEL MESA | 1222 North Palmway Lake Worth, FL 33460 | President |
| MARYANNE WEBBER | 327 North Lakeside Drive Lake Worth, FL 33460 | Vice President |
| LOUISE SEIDEN | 308 South Palmway Lake Worth, FL 33460 | Secretary/Treasurer |

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

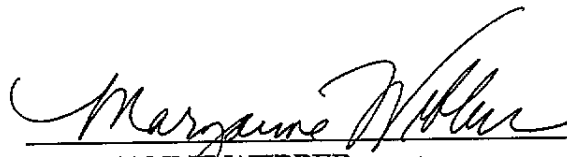
ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these article of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 16th day of June, 1999.

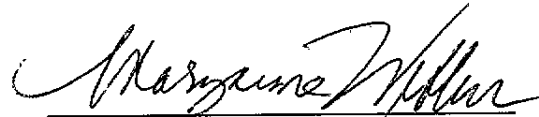

MARYANNE WEBBER

CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT

FILED
99 JUN 21 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

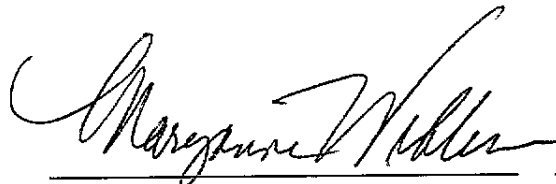
That STREET PAINTING FESTIVAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 709 Lucerne Avenue, Lake Worth, FL, 33460, does hereby designate 709 Lucerne Avenue, Lake Worth, FL, 33460 as its registered office and designates MARYANNE WEBBER as its registered agent at said address to accept service of process within this state.



MARYANNE WEBBER
Incorporator

ACKNOWLEDGMENT:

Having been named registered agent 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.



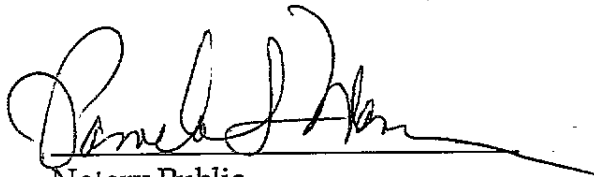
MARYANNE WEBBER
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this day personally appeared before me, a Notary Public, in and for the State of Florida at Large, MARYANNE WEBBER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Florida, this 16th day of June , 1999.


Notary Public

My Commission expires:

