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199000005064

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

Re: Pembroke Pines Performing Arts Center Foundation, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation in connection with the above-captioned matter along with a check in the amount of \$78.75 to be disbursed for each corporation as follows:

Filing Fee	\$ 70.00
Certified Copies	8.75
TOTAL	\$ 78.75

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

Also, enclosed please find a self-addressed Federal Express airbill and envelope for return of the enclosed documents to our office.

Thank you for your prompt cooperation in connection with the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

Maria A. Pisz
MARIA A. PISZ, SECRETARY TO
SAMUEL S. GOREN

SSG:mp
Enclosures
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FILED
99 AUG 20 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe
AUG 25 1999

FILED
99 AUG 20 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PEMBROKE PINES PERFORMING ARTS CENTER FOUNDATION, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation shall be PEMBROKE PINES PERFORMING ARTS CENTER FOUNDATION, INC.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 10100 Pines Boulevard, Pembroke Pines, Florida 33026.

ARTICLE III

Purpose

The purposes for which this Corporation is formed are to:

A. Raise and receive funds in order to complete construction of a performing arts facility located on the Judson A. Samuels South Campus of Broward Community College in Pembroke Pines, Florida ("Facility").

B. Raise, receive, maintain, and invest funds, and to allocate and apply such funds to support the performing arts programming at the Facility.

C. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purposes.

ARTICLE IV

Powers

The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the Not-For-Profit Corporation Act of the State of Florida. Without in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

A. Make donations, gifts, contributions, and loans from the net income or assets of the Corporation exclusively for the purposes set forth in these Articles of Incorporation;

B. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description;

C. Borrow and/or solicit funds for furtherance of the Corporation's purposes; and

D. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible, of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

ARTICLE V

Limitations

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI

Distributions of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to Broward Community College Foundation, Inc. and/or Broward Community College, a public college, if then in existence, for the benefit of constructing, maintaining, and supporting programming at the Facility, and, if not in existence, to such organization or organizations described in Code Section 501(c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

ARTICLE VII

Incorporator

The name of the Incorporator of this Corporation is Alex Fekete, and the address of said Incorporator is 10100 Pines Boulevard, Pembroke Pines, Florida 33026.

ARTICLE VIII

Officers

The day-to-day affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Treasurer, Secretary, and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the day-to-day affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

ARTICLE IX

Board of Directors

1. The number of persons constituting the initial Board of Directors ("Board") shall be four (4). However, the Board may, in its discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be fewer than three (3). The method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

2. The names and addresses of the initial Board are as follows:

- | | | |
|-----|-----------------|---|
| (a) | Alex Fekete | 10100 Pines Boulevard
Pembroke Pines, FL 33026 |
| (b) | Charles Dodge | 10100 Pines Boulevard
Pembroke Pines, FL 33026 |
| (c) | Michael Maroone | 8600 Pines Boulevard
Pembroke Pines, FL 33024 |
| (d) | James Bender | 911 N.E. 2nd Avenue
Fort Lauderdale, FL 33304 |

3. All powers of the Board in the management of the day-to-day affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

ARTICLE X

Bylaws


Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of his appointment, which _____
shall be delivered to the Department of State together with these Articles of Incorporation, the name _____
and address of the initial registered agent of the Corporation is Charles Dodge, 10100 Pines _____
Boulevard, Pembroke Pines, FL 33026.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this
4th day of August, 1999.



Alex Fekete, Incorporator

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

The undersigned, Charles Dodge, hereby accepts appointment as the initial registered agent
of PEMBROKE PINES PERFORMING ARTS CENTER FOUNDATION, INC., as set forth in the
foregoing Articles of Incorporation.

Charles F. Dodge
Charles Dodge

Dated: Aug 2, 1999

FILED
99 AUG 20 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA