

# **BAY AREA INSTITUTE OF THE ARTS**

1304 DeSoto Avenue Suite 303

Tampa, Florida 33606

813. 253. 2911(tel) 813. 251. 4414 (fax)

September 27, 1999

19990005794

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

FILED  
SEP 27 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: BAY AREA INSTITUTE OF THE ARTS, INC.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50 for the following:

Filing Fee for a not for profit corporation	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy of Corporation	\$ 8.75
Certificate of Status	\$ 8.75

Very truly yours,



Nicholas Cutro

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-09/27/99-01171-008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

PH 9/29/99

**ARTICLES OF INCORPORATION  
OF**

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TALLAHASSEE, FLORIDA

BAY AREA INSTITUTE OF THE ARTS, INC.

**ARTICLE 1- NAME**

The name of the corporation is BAY AREA INSTITUTE OF THE ARTS, INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, arts and humanities 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 the corresponding section of any future federal tax code.

**ARTICLE 3 - PROHIBITIONS**

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 Second hereof. No substantial part of the activities of the corporation shall be 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 or in opposition to 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 section of any future federal tax code, or (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE 4 - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation.

#### **ARTICLE 5 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE 6 - CAPITAL STOCK**

This corporation shall have no capital stock and shall be composed of members rather than stockholders.

#### **ARTICLE 7 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

#### **ARTICLE 8 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

#### **ARTICLE 9 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this corporation is Nicholas Cutro

1304 Desoto Ave., #303, Tampa, FL 33606

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### **ARTICLE 11 - PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation is \_\_\_\_\_

1304 Desoto Ave., #303, Tampa, FL 33606

### **ARTICLE 12 - INCORPORATOR**

The name and address of the incorporator of this corporation is Nicholas Cutro

1304 Desoto Ave., #303, Tampa, FL 33606

### **ARTICLE 14 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the voting members, and approved at a members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### **ARTICLE 15 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, wether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.


### **ARTICLE 16 - COVENANT NOT TO SUE**

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

### **ARTICLE 17 - DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal officer of the corporation is then located, exclusively for such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and  
filed the foregoing Articles of Incorporation under the laws of the State of Florida  
this 27 day of September, 19 99

  
SIGNATURE OF INCORPORATOR

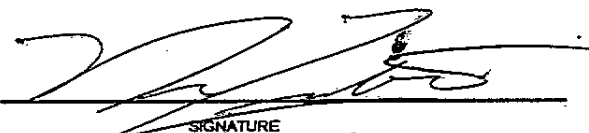
Nicholas Cutro, Incorporator

PRINT NAME

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, and having an address identical with the foregoing address indicated in Article Ten, and being familiar with the obligations of the position, I hereby accept the position of Registered Agent. Notice may be served or process served upon;

  
SIGNATURE

Nicholas Cutro

PRINT NAME