



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 486230 150991A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 78.75

ORDER DATE : November 18, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 486230-005

CUSTOMER NO: 150991A

CUSTOMER: Elsbeth T. Peshel, Esq
GOULD COOKSEY FENNELL O'NEILL
GOULD COOKSEY FENNELL O'NEILL
979 Beachland Boulevard

200003048582--3

Vero Beach, FL 32963

DOMESTIC FILING

NAME: AMERICAN IMPRESSIONIST
SOCIETY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 11/18/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 18 AM 11:37

RECEIVED

ARTICLES OF INCORPORATION
OF
AMERICAN IMPRESSIONIST SOCIETY, INC.

FILED
99 NOV 18 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

ARTICLE I

NAME

The name of the Corporation is **AMERICAN IMPRESSIONIST SOCIETY, INC.**

ARTICLE II

PRINCIPAL OFFICE

The place of business of this Corporation shall be:

11001 25th Street
Parrish, Florida 34219

The mailing address of this Corporation shall be:

P.O. Box 150
Ellenton, Florida 34222

ARTICLE III

PURPOSES

The purpose of this Corporation is to establish and maintain an educational non-profit association to promote the fine art of Impressionism through workshops, classes, exhibitions, regular newsletters and other media. The American Impressionist Society is open to all Impressionist Artists and those who support Impressionism.

To these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment

of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Florida Not-for-Profit Corporation Act.

ARTICLE IV

EXEMPT STATUS

This Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law. This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

MEMBERSHIP

Membership in this Corporation shall be in accordance with and governed by the bylaws of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be elected and appointed in the manner set forth in the Bylaws. The name and street address of each initial director is:

<u>Name</u>	<u>Address</u>
William J. Schultz	4280 6th Lane, SW Vero Beach, FL 32968
Pauline S. Ney	11001 25th Street East Parrish, FL 34219

Name**Address**

Marjorie L. Bradley

1426 48th Court
Vero Beach, FL 32966

Charlotte M. Dickinson

864 5th Place
Vero Beach, FL 32962

Jerry Fresia

417 Central Avenue
San Francisco, CA 94117

Janette Maloy

2965 Harlan Road
Waynesville, OH 45068**ARTICLE VII****DISTRIBUTION UPON DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by a majority of the Board of Directors.

ARTICLE VIII**INCOME AND DISTRIBUTION**

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IX**PROHIBITED ACTIVITIES**

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE X

REGISTERED AGENT

The initial registered office of this Corporation shall be located at 979 Beachland Blvd., Vero Beach, Florida 32963, and the initial registered agent of this Corporation at such office shall be Todd W. Fennell. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE XI

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Address

Todd W. Fennell

979 Beachland Blvd.
Vero Beach, FL 32963

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, altar, change or repeal any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, this certificate has been signed by the Incorporator, this 17th day of November, 1999.

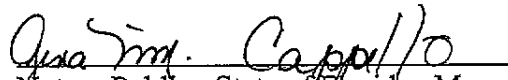


TODD W. FENNELL, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared TODD W. FENNELL, well known to me, or who has produced a drivers license for identification, to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of November, 1999.


Notary Public, State of Florida. My
commission expires:



Gina M. Cappello
MY COMMISSION # CC834414 EXPIRES
June 21, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

AMERICAN IMPRESSIONIST SOCIETY, INC.

FILED

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **TODD W. FENNELL**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

DATED this 17th day of November, 1999.

Todd W Fennell
TODD W. FENNELL