

P 02060028882
TRANSMITTAL LETTER

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

000005072530-1-8
-03/08/02-01031-003
*****78.75 *****78.75

SUBJECT: Bowes Arts Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR -8 PM 7:25

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: PATRICIA Bowes
Name (Printed or typed)

1109 N.E. 2nd Avenue
Address

Delray Beach, FL 33444
City, State & Zip

561-279-9940
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Bowes Arts, Inc.

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 MAR - 8 PM 7:25

The undersigned, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, as amended, execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be **Bowes Arts, Inc.**

ARTICLE II

Principal Office and Registered Agent

The street address of the Corporation's initial principal office in Florida is:

1109 NE 2nd Avenue
Delray Beach, FL 33444

The name of the Corporation's initial registered agent at that office is:

Patricia Bowes

ARTICLE III

Incorporator

The name and street address of the incorporator of the Corporation is:

Patricia Bowes
1109 NE 2nd Avenue
Delray Beach, FL 33444

ARTICLE IV

Authorized Shares

The total number of shares which the Corporation is authorized to issue is 1500. One class of shares is hereby authorized unlimited voting rights and is entitled to receive net assets of the Corporation upon dissolution.

ARTICLE V
Terms of Shares

1. **Classes:** The Corporation shall have one (1) class of shares.
2. **Par Value:** There shall be no par value assigned to the Corporation's shares of stock.
3. **Rights:**
 - (a) Each share of stock shall have the same rights, preferences, limitations, and restrictions as the other shares of stock.
 - (b) The shareholders of the Corporation shall have no preemptive rights to subscribe to or to purchase any additional issues of shares nor any shares of the Corporation purchased or acquired by the Corporation and not canceled, but held as treasury shares.

ARTICLE VI
Purposes

The Corporation is being formed to transact any legal business under the Florida Business Corporation Act. The Corporation will provide goods and services in the effort to enhance the education and enjoyment of the arts in the community. In furtherance of its purposes, the Corporation shall have all of the rights, privileges, and powers granted to corporations under the Florida Business Corporation Act, as now in force or amended, and by the common law.

ARTICLE VII
Period of Existence

The Corporation shall continue perpetually.

ARTICLE VIII
Directors

1. **Number:** The initial Board of Directors is composed of one (1) member. The by-laws of the Corporation may fix the number of directors, or may allow for a variable range for the number of directors. The by-laws may allow for the Board of Directors to change the number of directors at specific times, or only when necessary. In the absence of a by-law fixing the number of directors, the number shall be one (1).

2. **Initial Directors:** The names and addresses of the initial Board of Directors of the Corporation are:

Patricia Bowes
1109 NE 2nd Avenue
Delray Beach, FL 33444

3. **Qualifications:**

- a. **Eligibility:** A director of the Corporation need not be or remain a shareholder of the Corporation in order to be elected to or to remain in office unless the by-laws of the Corporation so require.

- b. Other: The by-laws of the Corporation may prescribe other qualifications for Directors.

ARTICLE IX
Conduct of Business of Corporation

1. **Board of Directors:** All corporate powers shall be exercised by or under the authority of the Board of Directors. All business of the Corporation shall be managed under the direction of the Board of Directors.
2. **By-Laws:** The power to make, alter, amend, or repeal the by-laws of the Corporation shall be vested in the Board of Directors. The by-laws may regulate and manage the affairs of the Corporation to the extent that the provisions are not inconsistent with the Articles of Incorporation or the laws of the State of Florida.
3. **Meetings:** Unless otherwise specified by the by-laws, all shareholders will be given notice of meetings, which will designate the place and time of such meetings.
4. **Action without a Meeting:** Any action required or permitted to be taken at any meeting of the Shareholders, the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all shareholders, members of the Board of Directors, or members of such committee, and such written consent is filed with the minutes of proceedings of the Corporation, Board of Directors, or committee.
5. **Consideration:** All shares of the Corporation, whether with or without par value, may be issued by the Corporation for consideration which may be fixed by the Board of Directors of the Corporation.
6. **Distributions:** The Board of Directors may, from time to time, distribute to its shareholders a portion of the Corporation's assets, without authorization or approval of the Shareholders of the Corporation, but subject to such restrictions and limitations as may be imposed by law.
7. **Corporate Acquisition of Stock:** In addition to any other right or power the Corporation may have to purchase or otherwise acquire its own stock, the Corporation shall have the right to purchase or otherwise acquire its own shares, directly or indirectly, without authorization or approval of the shareholders of the Corporation, only subject to the restrictions and limitations imposed by law.
8. **Abandoned Property:** After it remains unclaimed for a period of six (6) years:
 - a. Any stock, share, dividend, distribution or other sum held for another person; or
 - b. Any demand obligation, past due obligation, interest, or other obligation of, or claim against, the Corporation; or
 - c. Any fund or property held by the Corporation for the benefit of another person entitled to distribution for the past six (6) consecutive years;shall revert to and become the property of the Corporation.

9. Limitation on Transactions: In the event that the Corporation enters into a contract or transacts business with a director, officer, employee, or another entity which has one or more directors, officers or employees in common with the Corporation, or in which one or more directors, officers, or employees has an interest, the contract or transaction will not be void or voidable because of the relationship or interest, or because the director, officer or employee was present at the meeting of the Board of Directors or at a meeting of a committee which authorizes, approves, or ratifies the contract or transaction or because his, her, or their votes are counted for that purpose, if:

- a. The material facts of the transaction and the director, officer, or employee's interest are disclosed or known to the Board of Directors or a committee of the Board of Directors and the transaction is authorized, approved, or ratified by a majority of the directors on the Board of Directors, or a majority of the committee, who have no direct or indirect interest in the transaction; provided, however, that the transaction may not be authorized, approved, or ratified by a single director;
- b. The material facts of the transaction and the director's interest are disclosed or known to the shareholders entitled to vote and the transaction is authorized, approved, or ratified by a majority of the shares of the Corporation entitled to vote; or
- c. The transaction is fair to the Corporation.

This section shall not be construed to invalidate any contract or transaction which would otherwise be valid under the applicable common and statutory law.

10. Indemnification: The Corporation is authorized to indemnify each person who is or was a director, officer, employee, or agent of the Corporation against any and all liability and reasonable expenses that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding, either threatened or actually brought by or in the right of the Corporation, whether civil, criminal, administrative, investigative or relating to an appeal, by reason of his or her having been a director, officer or employee of the Corporation, or by reason of any action taken or not taken in his or her capacity. This indemnification is not premised on whether or not the director, officer, or employee continued or continues in the same capacity that gave rise to the liability or expenses, provided that the individual acted in good faith, in what was reasonably believed to be the best interests of the Corporation, and, in any criminal proceeding, the individual had no reasonable cause to believe that the conduct was unlawful. As used in this section, the terms "liability" and "expense" include, but are not limited to: attorney's fees, disbursements and amounts of judgments, fines, penalties against, and amounts paid in settlement by, a director, officer, or employee. The termination of any claim, action, suit, or proceeding (civil or criminal), by judgment, settlement (with or without court approval), or conviction, or upon a plea of guilty or nolo contendere, or its equivalent, shall not create a presumption that a director, officer, or employee did not meet the standards of conduct set forth in the first sentence of this section.

Any director, officer, or employee, who has been wholly successful, on the merits or otherwise, with respect to any claim, suit or proceeding of the character described in the paragraph above, shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification shall be made at the discretion of the Corporation, but

only if :

- a. The Board of Directors, acting by a quorum consisting of directors who are not parties to or who have been wholly successful with respect to the claim, action, suit, or proceeding, shall find that the director, officer, or employee has met the standards of conduct set forth in the first paragraph of this section, or
- b. Independent legal counsel shall deliver to it his or her written opinion that the director, officer or employee has met those standards.

If several claims, issues, or matters of action are involved, any such person may be entitled to indemnification as to some matters, even though he or she is not entitled as to others.

The Corporation may advance expenses to, or, where appropriate, may, at its expense, undertake the defense of any director, officer or employee upon receipt of an appropriate assurance by the individual to repay the expenses if it should ultimately be determined that the individual is not entitled to indemnification under this section.

The provisions of this section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption of these Articles of Incorporation, whether arising from acts or omissions to act occurring before or after the adoption.

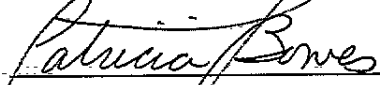
The rights of indemnification shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors, and administrators of any such person.

ARTICLE X

Amendments to Articles of Incorporation

1. These Articles of Incorporation may be amended pursuant to the applicable provisions of the Florida Business Corporation Act.

IN WITNESS HEREOF, the undersigned, being the sole incorporator, executes the Articles of Incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

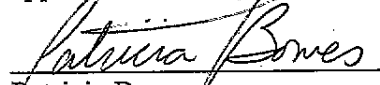

Patricia Bowes
Incorporator

Date:

3/4/02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR - 8 AM 7:26

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Patricia Bowes
Registered Agent

Date:

3/4/02