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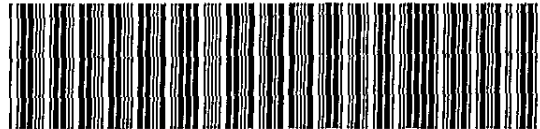
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DAVID T. PRICE
ATTORNEY AT LAW
550 S.W. 12TH AVENUE
DEERFIELD BEACH, FLORIDA 33442
TELEPHONE (954) 421-9399

September 11, 2003

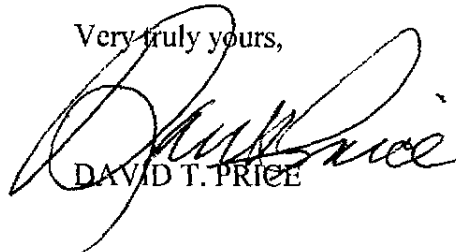
Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Art Experience, Inc.

Dear Department of State:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for filing fee and certificate of status.

Very truly yours,


DAVID T. PRICE

/db
Encls.

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ARTICLES OF INCORPORATION
OF
ART EXPERIENCE, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of this corporation is ART EXPERIENCE, INC.

ARTICLE II: PRINCIPAL OFFICE

The initial post office address of this corporation in the State of Florida is
4731 N.W. 2nd Avenue, #407, Boca Raton, Florida 33431.

ARTICLE III: PURPOSE

The general nature of the business to be transacted by this corporation is to
do all things which natural persons might or could lawfully do in the premises as follows:

To engage in all business activity which may lawfully be conducted by a corporate entity in the State of Florida or in such other jurisdiction as this corporation may be licensed to do business.

and to conduct and to carry on such general business in connection therewith as may be necessary and convenient or usual and to purchase, hold, sell, convey, lease or otherwise enjoy or dispose of such real estate as may be necessary, usual or convenient to carry out the objects of the corporation as hereinbefore set forth, and to do any and all other things not herein enumerated which may tend to the ends of the purposes herein set forth and which are necessary, convenient or desirable to do for the interests of the corporation. It is further provided that this corporation shall be authorized to conduct business in, have

one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in other States and Countries, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, as required, to purchase the corporate assets of any other corporation and engage in the same or other character of business, to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any stock of, bonds, securities or any other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock, in general, to carry on any other business in connection therewith, whether manufacturing, building or otherwise, not specifically forbidden by the Laws of the State of Florida, and with all the powers conferred upon corporations for profit by the Laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares at \$1.00 par value, which shares shall be all common stock.

ARTICLE V: INITIAL CAPITAL

The amount of capital with which the corporation shall begin shall be 300.

ARTICLE VI: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VII: DIRECTORS

This corporation shall have not less than one (1) Director initially. The number of Directors may be increased from time to time as the Stockholders desire in accordance with the By-Laws hereof.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the First Board of Directors of this corporation are as follows:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
David G. Davis 828 Lake Ave. No. Apt. 7 Delray Beach, FL 33483	President	Director
Joyce B. Harrison 4731 N.W. 2 nd Ave. #407 Boca Raton, FL 33431	Vice President Resident Agent	Director
Denise S. McGrail 4731 N.W. 2 nd Ave. #407 Boca Raton, FL 33431	Secretary	Director

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take and the value of the consideration paid therefore are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT PAID</u>
David G. Davis	100	\$100.00
Joyce B. Harrison	100	\$100.00
Denise S. McGrail	100	\$100.00

ARTICLE X: 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 Stockholders and approved at a Stockholders meeting by a majority of the Stockholders.

ARTICLE XI: QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

ARTICLE XII: REGISTERED AGENT

The name and Florida street address of the registered agent is: Joyce B. Harrison, 4731 N.W. 2nd Avenue, #407, Boca Raton, Florida 33431.

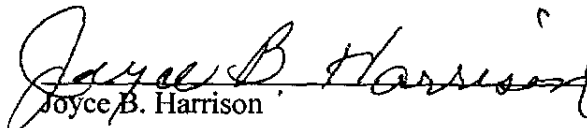
ARTICLE XIII: INCORPORATOR

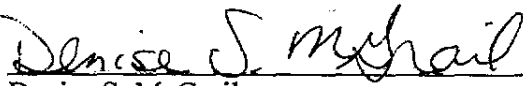
The name and address of the Incorporator is: Joyce B. Harrison, 4731 N.W. 2nd Avenue, #407, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

11th day of September, 2003.

 (SEAL)
David G. Davis

 (SEAL)
Joyce B. Harrison

 (SEAL)
Denise S. McGrail

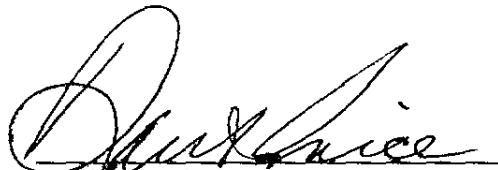
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11th day of September, 2003 by David G. Davis, who is the President of Art Experience, Inc., a Florida corporation, and Joyce B. Harrison, who is the Vice President and Resident Agent of the corporation, and Denise S. McGrail, who is the Secretary of the corporation, on behalf of the corporation.

They are personally known to me ~~or has produced~~ _____ as
~~identification and who did/did not take an oath.~~



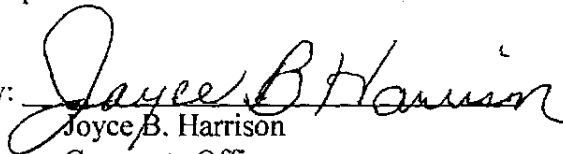
David T. Price
Commission #DD153216
Expires: Oct 06, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


David T. Price
Notary

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST: that Art Experience, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named Joyce B. Harrison, located at 4731 N.W. 2nd Avenue, #407, City of Boca Raton, County of Palm Beach, State of Florida, as its Agent to accept service of process within this State.

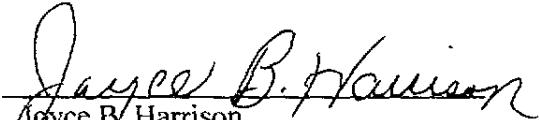
By: 
Joyce B. Harrison
Corporate Officer

Date: September 11, 2003

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office.

By:


Joyce B. Harrison
Resident Agent

Date: September 11, 2003

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