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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


T. Hampton APR 28 2006

Combuco Studios

Building Better Communities with Art

ORIGINAL WORKS - PRIVATE COMMISSIONS - COMMUNITY & PUBLIC ART PROJECTS
MOLD-MAKING & CASTING SERVICES - RESTORATION & REFINISHING - CLASSES

COVER LETTER

TO: DEPARTMENT OF STATE- DIVISION OF CORPORATIONS
FROM: RACHEL WATERMAN, COMBUCO STUDIOS 
SUBJECT: COMBUCO STUDIOS INTERNATIONAL, INC.
DATE: 4/5/2006
CC: FILE

Enclosed are one original and two copies of the articles of incorporation for Combuco Studios International, Inc. Also enclosed is a check for \$87.50 for the filing fee, a certified copy, and the certificate of status.

Any questions or follow-up required can be directed to my attention. My contact information is listed below.

Thank you.

Combuco Studios

731 42nd Street

West Palm Beach, FL 33407

info@combucostudios.com

www.combucostudios.com

Tel: 561/723-7208

Fax: 561/845-9528



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

06 APR 28 PM 3:17

April 11, 2006

RACHIL WATERMAN
731 42 ND ST
W PALM BEACH, FL 33407

SUBJECT: COMBUCO STUDIOS INTERNATIONAL, INC.
Ref. Number: W06000017424

We have received your document for COMBUCO STUDIOS INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 45-6855.

Tamm / Hampton
Document Specialist
New Filing Section

Letter Number: 606A00024798

**Articles of Incorporation
of
COMBUCO STUDIOS INTERNATIONAL, INC.**

FILED
2006 APR 28 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – General Information

Section 1 - Name: The name of the corporation is: Combucos Studios International, Inc. Here in after referred to as the Corporation.

Section 2 – Definition of By-Laws: These By-Laws constitute the code of rules adopted by the Corporation, a Florida corporation, for the regulation and management of its affairs.

Section 3 – Principal and Branch Offices: The principal place of business of this organization shall be: 725 42nd Street, West Palm Beach, FL 33407
Or, as the Board of Directors may designate from time to time.

Section 4 – Fiscal Year: The fiscal year for the corporation shall run from January 1st through December 31st annually.

Article II – Mission

The mission of Combucos Studios International, Inc is to build better communities with art.

Article III – Purpose

The purpose for which this corporation is organized is to:

1. Produce the highest quality art commissions and original works, particularly life-size and monumental works in bronze and other metals.
2. Provide quality, professional level art instruction to working artists, hobbyists, and interested community residents.
3. Provide access to artistic services for working artists, including but not limited to, mold-making, casting services, enlargement and reductions services, etc.
4. Provide quality, professional level restoration and refinishing services to collectors, museums, organizations, and communities.
5. Promote fine arts in the community through creation of public art, community art projects, art exhibits and shows.
6. Promote the work of artists through coordination of shows and publications.
7. Provide consulting services and education to artists or organizations needing assistance with marketing, grant-writing, and other aspects of art administration.

Article IV – Shares of Stock

Section1 – Stock Options: The corporation shall issue two types of shares of stock: common and preferred. Common stocks are issued at a par value of \$100.00 per share with a total of 500 common stock shares available. Preferred stocks are issued at a par value of \$1,000.00 per share with a total of 500 preferred stock shares available.

Section 2 – Stockholder Benefits:

A. *Common Stocks:* For each 5 shares of common stock, the stockholder will receive a 5% discount on all artist services (mold-making, casting, classes, etc.) up to a maximum of 25%. Discounts are valid for one year from date of purchase. Discounts may be continued after their expiration for a renewal fee, as long as the stockholder remains in good standing with the corporation.

B. *Preferred Stocks:* For each 5 shares of preferred stock, the stockholder may receive a casting of any piece in the Combuco collection up to 2 feet tall. For ten shares of preferred stock, the stockholder may receive a casting on any piece in the Combuco collection up to ½ life size, approximately 3 feet tall, or request a commission of similar size. For twenty shares of preferred stock, the stockholder may receive a casting on any piece in the Combuco collection up to life size or request a life-size commission. For twenty-five shares of preferred stock, the stockholder may receive a casting of a monumental piece up to 15 feet or apply this credit toward the creation of a larger commission. Preferred stockholders have up to two years from date of purchase to select and/or receive their requested piece. Credit for pieces may be continued after expiration for a renewal fee, as long as the stockholder remains in good standing with the corporation.

Section 3 - Limitations: Combuco Studios Board of Directors will have sole discretion at altering benefits – from those specified above - as per requested by stockholders.

Article V – Membership

Section1 - Qualification for General Membership: All stockholders will be considered Members. By purchasing stock in Combuco Studios International, Inc., members affirm they share the mission and purposes set forth in Articles II and III. Membership may be granted to an individual who is not a stockholder if recommended by a majority vote of the Board of Directors.

Section 2- Accepting New Members: Application for members must be approved by a majority vote of the Corporation's Board of Directors. A member must attend one meeting and/or participate in one Corporation sponsored activities per year. Membership carries with it the opportunity to vote at the Annual Meeting on the plans, programs and priorities of the Corporation. Any individual denied membership may appeal in writing to the Board.

Section 3 - Ex-officio Members: Individuals and organizations who wish to support the Corporation without assuming the duties and responsibilities of full membership, may apply for ex-officio membership through the application process outlined in Sections 1 and 2 above.

Section 4 - Period of Membership: Membership shall be for the duration of time for which a member holds stock in the Corporation. For members who do not hold stock in the Corporation, the period of membership shall be two years.

Section 5 - Other Classes of Membership: The corporation's Board of Director's, by amendment of these By-Laws, may establish additional classes of membership upon such terms as it shall determine.

Section 6 - Resignation: Any Corporation member may resign with written notification to the existing membership, whereupon such resignation shall be considered effective immediately. The resignation of a Member shall include the resignation of its representative appointed pursuant to Article V.

Article VI – Board Membership

Section 1 – Responsibilities of the Board of Directors: The Board of Directors is legally and morally responsible for all activities of the Corporation. The Board is solely responsible for determining Corporation policy, approving the annual budget, determining the Corporation goals, hiring the executive director, setting compensation and fund raising.

Section 2 – Board Composition: The Corporation's Board of Directors shall consist of no less than 2 and no more than 10 members.

Section 3 – Decision-Making: The Corporation shall seek consensus on all major policy decisions among Board members within the parameters of a duly called Board of Directors meeting.

Section 4 – Committees: The Board of Directors may establish such committees as may be viewed necessary or convenient to discharge such duties and delegated powers as the Board of Directors may prescribe; appoint one or more Directors to each such committee, one of whom shall act as chairman, and upon the recommendation of the Director or Directors serving on the committee created under this section, appoint to such committee one or more persons qualified to be Directors. Each member of a committee serves on such committee at the pleasure of the Board of Directors

Unless otherwise provided in the resolution of the Board of Directors creating a committee, a majority of the members of a committee shall constitute a quorum. Each committee may adopt rules for its own governance not inconsistent with the law, the Articles of Incorporation, these By Laws, or standing rules adopted by the Board of Directors for the governance of such committee.

Section 5 – Selection of Board Members: A nominating committee shall prepare a slate of individual and organizational candidates for Board membership. An application and resume of each interested candidate shall be submitted to the Executive Director, who will provide copies to the Nominating Committee for their consideration. These applications and resumes will also

be provided to the members of the Board for their consideration at the time of Board member selection. General Members are encouraged to provide resumes for consideration.

Section 6 – Terms of Membership: The Board members will serve an initial term of three years, after which time he board seat will be put up for election for a member to serve a one-year term.

Section 7 – Officers: The Board of Directors shall elect a Chairman, Vice-Chair, and other officers, as it deems necessary. The member with the most number of votes wins. In the event of two or more members receiving an equal number of votes, a run-off election will be held. The Chairperson shall preside at Corporation's Board meetings. The term of office of all officers shall commence upon their appointment and shall continue until the next annual meeting of the corporation and thereafter until their respective successors are chosen or until their resignation, removal or death. An officer may resign by written notice to the corporation. Such resignation shall be effective upon its receipt by the corporation, or at a subsequent time specified in the notice of resignation. The Board of Directors shall have the power to fill any vacancies in office occurring for whatever reason.

Section 8 – Confidentiality: Members shall treat all non-public information (either written or oral) as confidential until it is officially publicly released by the Corporation's Board.

Section 9 – Statements on Behalf of the Corporation: Corporation members may speak on behalf of the Corporation only when authorized by the Corporation's Board. The Chairperson and the Executive Director are the official spokespersons for the Corporation.

Section 10 - Removal: Directors of any classification may be removed from membership by a majority vote of the Corporation's Board of Directors. Such action may be taken at a regular meeting of the Board or at a special meeting called for such purpose, and the removal of such Director shall be set forth in the notice of any such regular or special meeting. The decision of the Board is binding.

Section 11 – Resignation: A Director may resign at any time by submitting his or her written resignation to the Corporation.

ARTICLE VII - Meetings of the Board of Directors

Section 1 - Regular Meetings: Meetings of the Corporate Board of Directors shall be held on such days as the representatives shall designate, at such time and place as shall be fixed by the Corporation's Board and provided in the notice of the meeting. Meetings shall be held at least quarterly.

Section 2 - Special Meetings: Special meetings of the Corporation's Board of Directors shall be called at any time by the Chairperson of the Corporation's Board or by a majority of the Corporation's Board Members.

Section 3 - Annual Meeting: The annual meeting of the Board of Directors shall be held within e first quarter of each calendar year, at the time stated in the notice thereof, for the purpose of

electing or appointing directors and officers, adopting a budget for the ensuing year, and for the transaction of such other business as may properly be brought before the meeting.

Section 4 - Notice of Meetings: Written notice of any meeting of the Corporation's Board of Directors shall be delivered personally, by first class mail or email to the address of each Individual Board Member appearing on the books of the Corporation for such purpose, not less than 7 days before the date of the meeting. A waiver of notice of any meeting in writing signed by the Corporation's Board Member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Participation of a Corporation's Board Member in any meeting shall constitute a waiver of notice of such meeting, except where such Corporation Membership representative participates for the sole purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Minutes will be recorded at all Board and Committee meetings and provided to the full Board at the next scheduled meeting.

Section 5 - Attendance: Board members shall attend at least 75% of Board Meetings, individual committee meetings, and special events annually to remain a member in good standing. Any Director who fails to attend three consecutive meetings without prior notice to the Secretary will be considered to have resigned.

Section 6 - Voting: At all meetings of the Corporation's Board of Directors, each representative shall have one vote, and may take part and vote only in person or through the telephone. Proxy votes will be accepted if approved by a majority of the board. Unless otherwise specifically provided by the By Laws, majority vote of the Corporation's Board Members present and voting shall govern.

Section 7 - Quorum: At a regular or special meeting of the Board of Directors, a quorum shall consist of representation of 50% of total board members (presence is defined for the purpose of these By Laws as physically present or participating at the meeting through teleconferencing).

ARTICLE IX – Registered Agent, Incorporator & Corporation Staff

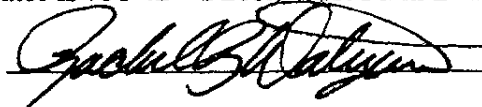
Section 1 – Registered Agent: The registered agent for the Corporation shall be Rachel B. Waterman, Board Chair. The address of the registered agent is 731 42nd Street, West Palm Beach, FL 33407.

Registered Agent's signature: _____



Section 2 – Incorporator: The incorporator for this corporation shall be Rachel B. Waterman. The address of the incorporator is 731 42nd Street, West Palm Beach, FL 33407.

Signature of Incorporator: _____



Section 3 - Authority to Hire: The Corporation's Board of Directors may hire an Executive Director and such other staff, as they deem appropriate.

ARTICLE XI – Books and Records, Annual Review, Financial Instruments & Banking

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. An annual review of the books and records of account shall be made by a Certified Public Accountant (CPA) and a report thereon transmitted to all members in good standing. The Board of Directors shall select this CPA.

Section 1 - Contracts: No financial contract, commitment or agreement for payment that exceeds the amount of \$50,000 shall be made at any time on behalf of the Corporation or to obligate the Corporation in any way unless such contract, commitment or agreement shall first have received the approval of the Corporation's Board of Directors

Section 2 – Execution of Contracts: The Board of Directors may from time to time by resolution authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Section 3 - Deposits, Checks and Notes: The monies, securities and other valuable assets of the Corporation shall be deposited, except for such cash as the appropriate officers shall reasonably consider necessary for immediate requirements, in such bank or banks, trust company or trust companies or other depositories as the Board of Directors may from time to time designate. All deposits shall be made in the name of the Corporation or its fiscal agent. Checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money shall be signed by the registered agent or another as the Board of Directors may designate.

Section 4 – Investments: Any funds of the corporation not currently needed for its operations may, at the direction of the Board of Directors, be invested in federally insured institutions or in obligations of the United States, agencies thereof which obligations are fully guaranteed by the United States, or by the State of Florida.

ARTICLE XII – Dissolution

Section 1 - Dissolution: In the event of dissolution or final liquidation, the remaining assets of the Corporation shall be distributed among Board of Directors.

Section 2 - Records: The books and records of the Corporation shall be kept at the principal office of the Corporation, or at such place as the Corporation may designate. All books and records of the Corporation may be inspected at the location where any representatives having voting rights, or their attorneys, for any reasonable purpose upon proper written notice keep them.

ARTICLE XIII – Amendments and Changes

Section 1 - Authority to Amend: These By Laws may be altered, amended, or repealed, or new By Laws may be adopted after 1 reading of the proposed amendment at a meeting of the Board of Directors followed by an affirmative vote of a majority of the Corporation's Board, provided that the notice of such meeting shall state the substance of the By Law to the altered, amended, repealed, or adopted.

ARTICLE XIV – Miscellaneous

Section 1-Non-Discrimination: This corporation is an equal opportunity employer and shall make its services available without regard to race, color, creed, sex, age ancestry, or national origin.

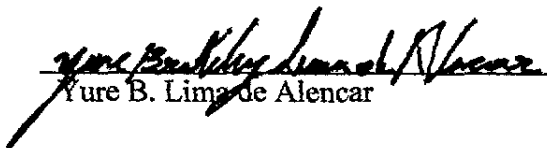
Section 2 – Bonding: The Board of Directors may require any officer or employee of this corporation to give a bond for the faithful discharge of his or her duties in such sum and with such surety and sureties as the Board of Directors may from time to time prescribe. This corporation shall pay the premiums required for such bonds.

CERTIFICATE

The undersigned hereby certifies that these By Laws were duly adopted by a majority vote of the Board of Directors of this corporation at a duly called special meeting of the Board of Directors conducted on Sunday, March 26th, 2006 at 3:00PM.


Rachel B. Waterman

Board Chair


Yure B. Lima de Alencar

Vice Chair