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October 30, 1997

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Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Ref: St. Johns River Gallery, Inc.

Dear Sir:

Please find the following:

1. Original and copy of certificate of incorporation of St. Johns River Gallery, Inc.
2. Check #1359 in the amount of \$122.50 for the filing and a certified copy.

Please file these and send me a certified copy of the Certificate of Incorporation.

Best regards,

Joseph A. Rosier, Esq.

JAR/rc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ST. JOHNS RIVER GALLERY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporators form
a corporation under Florida law.

ARTICLE 1: NAME

The name of the corporation is: ST. JOHNS RIVER GALLERY,
INC.

ARTICLE 2: TERM

The corporation shall have perpetual existence.

ARTICLE 3: PURPOSE

The purposes for which the corporation is organized are as
follows:

- a. To operate as a corporation not-for-profit pursuant to
Chapter 617 of the Florida Statutes.
- b. To provide cultural, artistic, historical and educational
programs and exhibits of the St. Johns River and its environs.
- c. To operate exclusively for charitable and educational
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 of 1954, or the corresponding
provision of any future United States Internal Revenue Law.
- d. This corporation shall issue no stock. No part of the net
earnings of this corporation shall inure to the benefit of or be
distributable to its members, Directors, officers or other private
persons except that this 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 this article. No substantial part of the activities
of this corporation shall be the carrying on of propaganda, or
otherwise attempting, to influence legislation. This corporation shall
not participate or intervene in any political campaign on behalf of

any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of Directors shall dispose of all of the assets of the corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located, exclusively for such purposes or to the organization that the court determines which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE 4: POWERS

The corporation shall have the following powers:

All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.

To enter into, make, establish and enforce, bylaws, and contracts to carry out the purposes of the corporation.

To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

To hold funds for the exclusive benefit of the Members of the corporation as set forth in these Articles and as provided in the Bylaws.

To purchase insurance for the protection of the corporation, its officers, Directors and Members, and such other parties as the corporation may determine to be in the best interest of the corporation.

To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the corporation and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE 5: PRINCIPAL OFFICE

The corporation's principal office and mailing address is 207 Magnolia Avenue, Sanford, Florida 32771

ARTICLE 6: MEMBERSHIP AND VOTING RIGHTS

Members. The qualifications for and manner of admission of members shall be regulated by the bylaws.

Directors. The bylaws shall regulate the manner in which the directors are elected or appointed.

Annual Meeting. The bylaws shall provide for an annual meeting of the Members of the corporation and may make provision for special meeting of the Members.

ARTICLE 7: DIRECTORS

The corporation shall have not less than one (3) Directors initially. The number of Directors may be changed by amendment of the By-Laws of the corporation.

The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

1. Kay Bartholomew, 179 Heron Bay Cir., Lake Mary, FL 32746
2. Karen Copp, 832 Dunbar Terr., Winter Springs, FL 32708
3. Karen Jacobs, 1660 Lockwood Rd., Oviedo, FL 32765

ARTICLE 8: INCORPORATOR

The name of the incorporator is:

Kay Bartholomew, 179 Heron Bay Cir., Lake Mary, FL 32746

ARTICLE 9: BYLAWS

The bylaws of the corporation shall be adopted by the board of Directors. They may be altered, amended or rescinded in the manner provided in the bylaws.

ARTICLE 10: AMENDMENT OF ARTICLES

These Articles of Incorporation may be altered, amended or rescinded in the manner provided in the bylaws.

ARTICLE 11: INITIAL NAME AND OFFICE ADDRESS OF REGISTERED AGENT

The initial registered agent and the initial registered office of the corporation shall be Kay Bartholomew, 207 Magnolia Avenue, Sanford, Florida 32771.

IN WITNESS WHEREOF the incorporator has signed these Articles.

DATED on the 30 day of October, 1997.

Kay Bartholomew
Kay Bartholomew

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TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as resident agent and to accept service of process for this corporation at the office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Statute relative to keeping said office open.

Kay Bartholomew
Kay Bartholomew