

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of BEACHES FINE ARTS SERIES, INC., a corporation organized under the Laws of the State of Florida, filed on January 17, 1990, as shown by the records of this office.

The document number of this corporation is N36212.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
23rd day of January, 1990.



Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
BEACHES FINE ARTS SERIES, INC.

FILED

JAN 17 3 04 PM '90

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is BEACHES FINE ARTS SERIES, INC.

ARTICLE II

Purposes

This corporation is organized as a corporation not-for-profit for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, this corporation is organized for the purposes of promoting the aesthetic, spiritual, and cultural enrichment of the Jacksonville, Florida Beaches and surrounding communities by presenting performances of music, theatre and dance, and visual arts exhibits, and commissioning the creation of new music, theatre, and dance works.

ARTICLE III

Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.021, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibility of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, any private individual, member of the

Beaches Fine Arts Committee, members of the Executive Board, or officer; provided, however, that the corporation shall have the right in its discretion to provide for and pay persons rendering services to, or for the benefit of, the corporation; such compensation shall be appropriate to the value of such services and no one shall be disqualified to receive such compensation by reason of the fact that he or she is a member, officer or director of the corporation or an employee or agent thereof.

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

Duration

This corporation shall exist perpetually. Corporate existence shall begin on the date these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V

Beaches Fine Arts Committee

The qualifications for members of the Beaches Fine Arts Committee and the manner of their admission shall be regulated by the bylaws of the corporation, pursuant to Section 617.013(2)(d), Florida Statutes.

ARTICLE VI

Executive Board

(a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Executive Board.

(b) The Executive Board shall consist of all of the officers of the corporation, as well as three (3) members at large. The Board shall have a minimum of three (3) members. The size of the Executive Board shall otherwise be determined in accordance with the bylaws.

(c) Each member of the Executive Board who is also an officer of the corporation shall serve a term of one (1) year and

shall be elected by a majority vote of the Beaches Fine Arts Committee ("Committee") at its annual meeting. Each member of the Executive Board who is a member at large shall serve a term of three (3) years and shall be elected by a majority vote of the Committee at its annual meeting. The terms of the members at large and of any additional members of the Executive Board shall be staggered so that as close to one-third (1/3) of the non-officer membership of the Executive Board is elected each year.

(d) The names, addresses and lengths of initial terms of the initial members at large of the Executive Board are:

<u>Name</u>	<u>Length of Initial Term</u>	<u>Address</u>
James D. Johnson	3 years	821 Penman Road Neptune Beach, Florida 32233
N. Stephen Hinton	2 years	800 Penman Road Neptune Beach, Florida 32233
Janet Montgomery	1 year	1424 Backnoll Cove Neptune Beach, Florida 32233

ARTICLE VII

Officers

(a) The officers of the corporation shall be a Chairman, Executive Director, Treasurer/Financial Secretary, Recording Secretary, and such Vice Chairmen and other officers as may be provided by the bylaws.

(b) The officers shall be elected by a majority vote of the Committee at its annual meeting for a one (1) year term.

(c) The following persons shall serve as the initial officers of the corporation until their successors are elected:

<u>Office</u>	<u>Name</u>
Chairman	James Johnson
Executive Director	James Johnson
Treasurer/Financial Secretary	N. Stephen Hinton
Recording Secretary	Janet Montgomery

ARTICLE VIII

Non-Stock Basis

This corporation is organized under a non-stock basis, pursuant to Section 617.011(1), Florida Statutes.

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 416 Twelfth Avenue North, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is James D. Johnson.

ARTICLE X

Bylaws

(a) The Executive Board, by majority vote, may provide such bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Executive Board; provided, however, that such bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the bylaws may be amended, altered or rescinded by the majority vote of the Executive Board.

ARTICLE XI

Subscriber

The name and address of the subscriber to these Articles are:

<u>Name</u>	<u>Address</u>
James D. Johnson	416 Twelfth Street Jacksonville Beach, FL 32250

ARTICLE XII

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, shall be distributed to any agency, entity or organization as determined by the Executive Board, so long as at the time of such distribution, such agency, entity or organization is in existence and qualifies for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. In the absence of such determination, such assets shall be distributed to either:

(a) Any other organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986; or

(b) The federal government, or a state or local government, for public purposes consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 in accordance with the laws of the State of Florida.

ARTICLE XIII

Limitations on Corporate Power

Should the corporation at any time be considered a "private foundation" under Section 509(a) of the Internal Revenue Code of 1986, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax law.

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the

Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE XIV

Amendment

These articles of incorporation may be amended in accordance with Section 617.017, Florida Statutes.

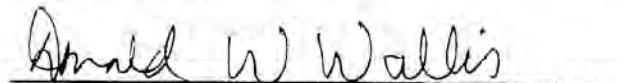
IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 10 day of January, 1990, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.



JAMES D. JOHNSON

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of January, 1990, by James D. Johnson.



Notary Public, State of Florida
at Large

My commission expires: 1-12-94

dwwart beaches:422

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for BEACHES FINE ARTS SERIES, INC., at 416 Twelfth Avenue North, Jacksonville Beach, Florida 32250, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


James D. Johnson
Registered Agent

FILED
JUN 11 9 06 AM '93
TALLAHASSEE, FLORIDA