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ARTICLES OF INCORPORATION

of

FUNDING ARTS BROWARD, INC.
(A Florida Not-For-Profit Corporation)FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**Article I.**
NAME

The name of this corporation shall be Funding Arts Broward, Inc., (hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 401 East Las Olas Boulevard, Suite 2200, Fort Lauderdale, Florida 33301.

Article III.
PURPOSE

This Corporation is a not-for-profit corporation, organized for organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation, providing support for arts programs and educating the public on such programs in Broward County, Florida.

Article IV.
MEMBERSHIP

The Board of Directors may establish membership in the Corporation and the rights and powers of the members at its discretion.

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11 N.E. 2 Street, Fort Lauderdale, Florida 33301; and the name of the Corporation's initial registered agent at that address is Francie J. Horvitz.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to

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time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The initial directors are:

Francie J. Horvitz
Erica Hartman
Bonnie Barnett
Jacquelyn Brown
Connie Folz
Valerie Burton
Cynthia Miller

Article VII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Harry J. Friedman, 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016.

Article VIII.
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, as amended, or corresponding provisions of any subsequent federal tax laws.

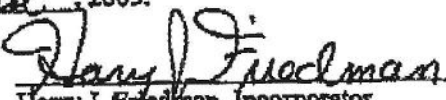
Article IX.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue Law).

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 8th day of August, 2003.


Harry J. Friedman, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Funding Arts Broward, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.

Francis J. Horvitz
Francis J. Horvitz

Dated: August 8, 2003

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