

**ARTICLES OF INCORPORATION
OF
THE GAGNON ART FOUNDATION, INC.**

The undersigned, of whom are citizens of the United States, desiring to form a Non-Profit Corporation Law of the State of Florida do hereby certify:

First: The name of the Corporation shall be The Gagnon Art Foundation, Inc.

Second: The place in this state where the principal office of the Corporation is to be located is 1844 North Nob Hill Road, #226, Plantation, Florida 33322 located in Broward County.

Third: Said Corporation is organized exclusively for educational, charitable, and cultural purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Main Purpose is to bring the art works of many artists of many cultures together in a venue of an International Multi Cultural Center to be formed within the Florida area. Under the roof of this cultural center will consist of the works of artists and of varied and diverse cultures around the world, educational labs and an audio visual room to present these cultures, will feature new and inspiring artists, will recognize upcoming artists for their achievements to humanity, and fundraising events such as scholarship programs for young artists.

The corporation shall have the following powers, to-wit:

- (a) Have succession by its corporation name for the period set forth in its Articles of Incorporation.
- (b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
- (d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (e) Adopt, change, amend and repeal by-laws, not inconsistent with or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.

- (f) Increase, by a vote of its members cast as the by-laws may direct, the number of its directors, managers or directors so that the number shall not be less than six but may be any number in excess thereof.**
- (g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchise or income.**
- (h) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted under Chapter 617 (Part I) of the Florida Statutes (2), in any state, territory, district, of possession of the United States or any foreign country.**
- (i) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.**
- (j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests under or therein.**
- (k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.**
- (l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporation, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or any instrumental thereof.**
- (m) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.**
- (n) Make donations for the public welfare of for charitable, education and cultural purposes.**
- (o) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.**

Fourth: The number of Directors of the Corporation shall have will be ten in number of its inception. Voting and appointment of Directors of the Corporation are to be determined as set forth in the By-Laws.

The names, addresses, and qualifications of the persons who are the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Qualification</u>
Marc Gagnon	C/o Marc Gagnon Inc. P.O. Box 8776 Coral Springs, Florida 33075	Photographic Artist
Dr. Henry Lopez	35 Fieldstone Drive Dover, NH 03820	Doctor of Optometry
Jubin Keyvan	C/o Profitable Financial Solutions 10211 W. Sample Rd Suite 211 Coral Springs, Florida 33065	Cert. Financial Planner
Krista Shirley	558 W. New England Ave Winterpark, FL 32789	Yoga Instructor
Steven J. Tyman	C/o Tyman & Associates, PA 2 South University Drive Plantation, FL 33322	Cert. Public Accountant
Elizabeth Riggs	5717 NW 24 St Margate, Florida 33063	Administrator
Michael Hoyt	1102 Granite Ash Ave N. Las Vegas, NV 89031	Computer Systems
Edyna Beardshaw	4810 NW 11 St Lauderhill, FL 33313	Banker
Joanne Gaines	C/o Floridian Community Bank 5599 S. University Drive Davie, Florida 33328	Banker
Noel Escobar	4420 SW 77th Avenue Davie, Florida 33328	Accountant

Registered Agent:

Bradley S. Hartman **c/o Law Office of Bradley S. Hartman, PA**
10000 Stirling Rd, Ste 1 Attorney
Cooper City, FL 33024

Fifth: The Officers who will manage the affairs of the Corporation are as follows:

<u>Name</u>	<u>Officer</u>
Marc Gagnon	Founder / President C/o Marc Gagnon Inc. P.O. Box 8776 Coral Springs, Florida 33075
Steven J. Tyman	Treasurer C/o Tyman & Associates, Inc. 2 South University Drive Plantation, Florida 33322
Jubin Keyvan	Chief Financial Officer C/o Profitable Financial Solutions 10211 W. Sample Road, Suite 211 Coral Springs, Florida 33065
Elizabeth Riggs	Secretary 5717 NW 24th Street Margate, Florida 33063
Joseph Palma	Vice President 128 Lake Street Brooklyn, NY 11223
Carolyn Tamboles	2nd Vice President C/o Floridian Community Bank 5599 S. University Drive Davie, Florida 33328

(The Officers shall be elected in accordance with the by-laws of this corporation)

Sixth: No part of the net earnings of the Corporation shall insure to the benefit , or be distributed to, its members, trustees, officers, 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 the purposes set forth in Article Three hereof.

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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributing to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Seventh: The corporation (Foundation) will earn the majority of its funds through sponsorship of other non profit / charitable organizations, sponsorship for specific art presentations or educational programs aimed at educating the world community at large for the said purpose of teaching tolerance of diversity of cultures, dollars collected for entrance into the multi cultural center museum to view the artwork exhibited as well as educational and cultural programs, and membership dues paid to the Foundation to go towards the operations of the museum. Other funds will be acquired through endowments such as Federal and State Grant programs as well as Private funding sources (i.e. Corporate and Private Endowment programs).

Eight: The corporation (Foundation) will specifically grant a total percentage of 5% of funds received after operational obligations have been met, to aspiring artist programs where up and coming artists (preferably students) will be able to exhibit at the Cultural Center (i.e. Museum) and will earn educational scholarships to accredited universities. These students will be added to the permanent membership list of the Cultural Center (i.e. Museum).

Ninth: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose all of the Corporation exclusively for the purposes of the Corporation on such manner, or to such organization or organization organized and operated exclusively for charitable, educational, cultural or artistic purposes as shall at the time qualify as an exempt organization of 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), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Tenth: Amendments to Articles of Incorporation may be proposed and adopted by a majority vote of the Board of Directors. The “Founder” of the Foundation cannot be “removed” from the said Corporation from the Board of Directors or the Officers except in the event of mental incapacity or death.

Eleventh: The By-Laws are to be made, altered or rescinded by a majority vote of the Board of Directors.

Twelve: The term of existence of the Corporation shall be perpetual.

Thirteenth: The incorporator of the Corporation is Marc Gagnon, c/o Marc Gagnon Inc., P.O. Box 8766, Coral Springs, Florida 33075.

THE GAGNON ART FOUNDATION

PROPOSED BOARD OF TRUSTEES (SPONSORS)

William H. Gates III Microsoft Corporation

Steve Forbes Forbes Magazine

Warren Buffett Berkshire Hathaway

Donald Trump The Trump Organization

Jack Welch General Electric Corporation

Sam Nunn General Electric Corporation

Lawrence J. Ellison Oracle

Patrick McGovern IDG

Karl Albrecht Aldi North

Paul G. Allen Microsoft Corporation

Alice L. Walton Wal-Mart

Jim C. Walton Wal-Mart

Steven A. Ballmer Microsoft Corporation

James Goodnight SAS Institute

John W. Kluge Metromedia

David Rockefeller Standard Oil

Andrew Young

Coretta Scott King The King Center

President Jimmy Carter Council of Presidents & Prime Ministers

Peter M. Nichols Boston Scientific

Leslie Herbert Wexner The Limited

Robert M. Bass Washington Mutual

Jon M. Huntsman Huntsman Corporation

Gordon P. Getty

Barbara Cox Anthony Atlanta Journal & Constitution

Jacqueline Mars Mars Inc.

Michael Dell Dell Computer

Abigail Johnson Fidelity Investments

Sumner Redstone Viacom

Keith Rupert Murdoch Fox News

David H. Koch Koch Industries

David Geffen Dreamworks SKG

Henry Ross Perot Perot Systems

William Wrigley Jr. Wrigley's Spearmint Gum

Micky Arison Carnival Cruise Lines

Riley P. Bechtel

William A. Cook Cook Group

Jack C. Taylor Enterprise

Leonard A. Lauder Estee Lauder

Theodore W. Waite Gateway

Morris Kahn

Richard E. Marriott Marriott Hotels

Donald J. Hall Hallmark

Robert E. (Ted) Turner

Pallonji S. Mistry

Rosalia Mera

Peter R. Kellogg Ziegler Companies

Donald G. Fisher The Gap

Orin C. Smith Starbucks

Ben Bagnas Denny's

Douglas Daft Coca Cola

Daniel Carp Eastman Kodak

Richard M. Schulze Best Buy

John A. Sobrato

Arthur L. Williams, Jr. AL Williams

Adi Godrej

John Hargreaves

Merv Griffin Griffin Group

Stephen Wind

Roy Merrill Speer

Lester Crown Maytag, Chicago Bulls

Lakshmi Mittal India - Mittal Steel

Ingvar Kamprad Sweeden - Ikea

Carlos Slim Helu Mexico America Movils (Owns Rodin Sculptures)
Sir Kenneth Thomson Canada – Thomson (Media Communications)
Liliane Bettencourt Paris, France (LO’real Family)
Bernard Amault Paris, France
Sheldon Adelson Las Vegas, NV
Theo Albrecht Germany
Roman Abramovich Russia
Li Ka-shing Hong Kong
Amancio Ortega La Coruna, Spain
Silvio Berlusconi, Milan, Italy
Stefan Persson Stockholm, Sweden
Thomas Raymond Hong Kong
John Mars, Arlington, VA
Luciano Benetton, Treviso, Italy
Pierre Omidyar Henderson, NV
Galen Weston Toronto, Canada
Lee Shau Kee Hong Kong
Azim Premji Bangalore, India
Leonardo Del Vecchio Milan, Italy
Michele Ferrero Italy
Philip Knight Beaverton, OR
Rudolf August Oetker Bielefeld, Germany

Carl Icahn NYC – Investor
Birgit Rausing Vaud, Switzerland
Sergey Brin San Francisco, CA
Larry Page San Francisco, CA
George Soros New York
Reinhold Wurth Germany
Mikhail Fridman Russia
Donald Newhouse, Jr.
Samuel Newhouse, Jr.
Adolf Merckle Mannheim, Germany
Stefan Quandt Germany
Cristina Green Monaco
Maria Elisabeth Schaeffler Germany
Eli Broad Los Angeles
Nicky Oppenheimer South Africa
Phillip Anschutz Denver, CO
Ernesto Bertarelli, Geneva Switzerland
Nobutada Saji Hyogo, Japan
Yoshitaka Fukuda , Kyoto, Japan
Gerald Cavendish Grosvenor, Chester, UK
Shari Arison, Tel Aviv, Israel
Yasuo Takeji, Tokyo, Japan

Antonia Johnson, Stockholm, Sweeden
Johanna Quandt, Germany
Maersk McKinney Miller, Denmark
Joseph Safra Sao Paulo, Brazil
Onsi Sawiris Cairo, Egypt
Dan Duncan, Houston, TX
Michael Bloomberg, Bloomberg
Gustavo Cisneros Caracas, Venezuela
Rafael del Pino, Madrid, Spain
Robert Kuok, Hong Kong
Kerry Packer, Sydney, Australia
Hasso Plattner, Heidelberg, Germany
Jeffrey Skoll, Los Angeles, CA
Charlene de Carvahho-Heineken, London, UK
Eitaro Itoyama, Japan
Rahmi Koc, Istanbul, Turkey
Ronald Perelman, Revlon, Marvel Comics
Alexei Mordashov, Moscow, Russia
Jim Pattison, Vancouver, Canada
Giorgio Armani, Milan, Italy
Arthur James, Canada
Donald Bren, Newport Beach, CA

Walter Haefner, Zurich, Switzerland

Gordon Moore, Woodside, CA

David Sainsbury, London, UK

Massayoshi Son, Tokyo, Japan

John Abele, Boston, MA

George Kaiser, Tulsa, OK

Andronico Luksic, Antofagasta, Chile

Jeffrey Bezos, Seattle, WA

Charles Koch, Wichita, KS

Ananda Krishnan, Kuala Lumpur, Malaysia

Kwek Leng Beng, Singapore

James Sorenson, Salt Lake City, UT

John Menard, Jr. EauClaire, WI

Thomas Schmidheiny, Balgach, Switzerland

Kumar Birla, Mumbai, India

Yoshiaki Tsutsumi, Tokyo, Japan

Jeronimo Arango, Mexico

Frank Lowy, Sydney, Australia

Jorgen Clausen, Nordborg, Denmark

Otto Beisheim, Switzerland

John Fredriksen, Oslo, Norway

Preston Tisch, New York

Paul Desmarais, Montreal, Canada

Sunil Mittal, Delhi, India

Robert Rowling, Dallas, TX

Rainer Schmidt-Ruthenbeck

William Cook

Richard Branson, London, UK

Terry Gou, Taipei, Taiwan

Maurice Greenberg, NY

Gerard Louis-Dreyfus, NY

Akira Mori, Tokyo, Japan

Tadashi Yanai, Yamaguchi, Japan

David Filo, Mountain View, CA

Heidi Horten, Vienna, Austria

Yuli Ofer, Tel Aviv, Israel

Nina Wang, Hong Kong

Leslie Wexner, Columbus, OH

George Lucas, Marin County, CA

Anacleto Angelini, Santiago, Chile

Charles Bronfman, Montreal, Canada

Jesus de Polanco, Madrid, Spain

Henry Hillman, Pittsburgh, PA

Eric Schmidt, Atherton, CA

Alberto Bailleres, Mexico City
Charles Cadogan, London, UK
Bradley Hughes, Bel Air, CA
Steven Spielberg, Pacific Palisades, CA
Hubert Burda, Munich, Germany
Martha Ingram, Nashville, TN
Rupert Johnson, Jr. , San Mateo, CA
Jorge Paulo Lemann, Rio de Janeiro, Brazil
Yasumitsu Shigeta, Tokyo, Japan
Takemitsu Takizaski, Osaka, Japan
John Dorrance III, Dublin, Ireland
Jeffrey Koo Jr., Taiwan
Edward Lampert, Greenwich, CT
Barry Sherman, Toronto, Canada
Howard Gittis, NY
Stephen Bechtel, Jr.
Leonard Blavatnik, NY
Michael Herz, Hamburg, Germany
Lim Goh Tong, Malaysia
Bernard Marcus, Atlanta, GA
Steven Udvar-Hazy
Ray Hunt, Dallas, TX

Carl Pohlada, Minneapolis, MN
Haim Saban, Beverly Hills, CA
Charles Butt, San Antonio, TX
John Calamos, Naperville, IL
Emanuele Saputo, Quebec, Canada
Clemmie Spangler, Jr., Charlotte, NC
Samuel Zell, Chicago, IL
Francesco Gaetano, Italy
Craig McCaw, Seattle, WA
Jon Stryker, Kalamazoo, MI
Patrick Wang, Hong Kong
Herbert Allen, Jr., NY
Isak Andic, Barcelona, Spain
Steven Cohen, Greenwich, CT
Richard Kinder, Houston, TX
Bruce Kovner, NYC
John Malone, Parker, CO
Richard Pratt, Melbourne, Australia
Steven Rales, Washington, DC
Robert Rich, Sr., Palm Beach, FL
Bruno Schroder, London, UK
Ernest Stempel, Hamilton, Bermuda

Henry Sy, Manila, Phillipines
Phoebe Hearst Cooke, San Francisco
Jean Coutu, Quebec, Canada
David Hearst, Jr., Los Angeles, CA
Carl Lindner, Cincinnati, OH
Hiroshi Yamauchi, Kyoto, Japan
Robert Fisher, San Francisco
Charles Munger, Omaha, NE
Henry Nicholas III
Roger Penske, Birmingham, MI
Tom Gores, Beverly Hills, CA
Peter Lewis, Coconut Grove, FL
Ray Dolby, San Francisco, CA
James Cargill, La Jolla, CA
John Marriott, Jr., Potomac, MD
Daryl Katz, Edmonton, Canada
Donald Gordon, South Africa
Sidney Frank, New Rochelle, NY
Ollen Smith, Charlotte, NC
Red Emmerson, Redding CA
Leslie Gonda, Beverly Hills, CA
Robert Ziff, NY

Margaret Whitman, Palo Alto, CA

John Sall, Cary, NC

J Ricketts, Omaha, NE

Karen Pritzker,

Robert McNair, Houston, TX

Naresh Goyal, London, UK

Frank Batten, Sr.

Edward Debartolo, Jr., Tampa, FL

George Lindemann, Palm Beach, FL

Marilyn Carlson Nelson, Minneapolis, MN

Mark Cuban, Dallas, TX

David Duffield

Doris Fisher

James France, Daytona Beach

Robert Holding, Salt Lake City, UT

Min Kao, Mission Hills, Taiwan

Robert Naify, San Francisco, CA

Phillip Ruffin

Thomas Siebel, San Mateo, CA

George Argyros, Newport Beach, CA

David Copley, La Jolla, CA

William Fisher

Thomas Lee, NYC

Sean Quinn, Ireland

Kenneth Langone, NY

Guy Laliberte, Montreal, Canada

Roy Disney

David Gottesman

Richard Li, Hong Kong

Malcolm Glazer, Palm Beach, FL

Richard Scaife, Pittsburgh, PA

Kenny Troutt

Thomas Bailey, Aspen, CO

Edmund Ansin, Miami Beach, FL

Marion Sandler

Herbert Siegel

Alexander Spanos

Michael Price

Charlotte Colket Weber, Ocala, FL

Jesse Robinson, Atlanta, GA

Bernard Osher