



NO 1000000984

CITY OF ORMOND BEACH

Office of the City Attorney • P.O. Box 277 • 173 South Beach Street • Ormond Beach, FL 32175-0277 • (904) 676-3217 • Fax (904) 676-3321

February 7, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

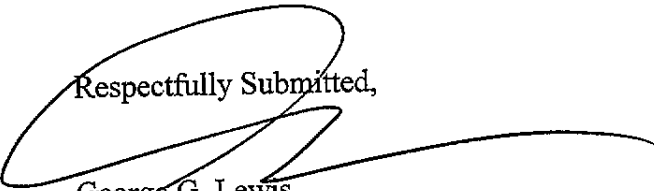
Subject: Ormond Beach Senior Center Show Club, Inc.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for Seventy Eighty Dollars and Seventy Five cents (78.75) for the filing fee and Certified Copy and Certificate.

Please return the Certified Copy and Certificate to me at: George G. Lewis, Deputy City Attorney, 22 S. Beach Street, Ormond Beach, FL 32175.

If you have any further questions, please give me a call at 904-676-3217.

Respectfully Submitted,


George G. Lewis
Deputy City Attorney

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/12/01

**ARTICLES OF INCORPORATION
OF THE
ORMOND BEACH SENIOR CENTER SHOW CLUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
CORPORATION NAME AND PRINCIPAL OFFICE**

The name of the Corporation is Ormond Beach Senior Center Show Club, Inc. The principal place of business and mailing address of this corporation shall be: 351 Andrews Street, Ormond Beach, FL 32174-5209.

**ARTICLE II
STATEMENT OF DURATION**

The period of duration of this corporation not for profit shall be perpetual.

**ARTICLE III
STATEMENT OF CORPORATE NATURE**

This is a corporation, not-for-profit, organized solely for general charitable purposes pursuant to Chapter 617, *Florida Statutes* to stimulate interest and promote participation in recreational theater for the Ormond Beach Senior Center, through activities and services as may be required.

Notwithstanding the foregoing, however, the corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IV
NO STOCK CORPORATION**

The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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) an political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V
DIRECTORS

There shall be an odd number of directors of the corporation, not less than three (3) nor more than seven (7) who shall be elected as provided for in the By-laws.

ARTICLE VI
BY LAWS

The By-laws of this corporation shall be drafted by the Board of Directors and submitted to the membership for approval by a two-third (2/3) majority vote of the members present at a meeting called for that purpose. The By-laws may be amended or rescinded in the same manner and by a two-thirds (2/3) majority vote of the members present at a meeting called for that purpose. The method of election of the Board of Directors shall be stated in the By-laws.

ARTICLE VII
AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation shall be recommended by a majority of the Board of Directors to the membership, and adopted by a two-thirds (2/3) vote of all members present and entitled to vote at duly called meeting of the membership.

ARTICLE VIII
REGISTERED AGENT

The name and address of the initial registered agent of the corporation is George G. Lewis, Deputy City Attorney, City of Ormond Beach, 22 S. Beach Street, Ormond Beach, Florida 32174.

ARTICLE IX
MEMBERSHIP

Membership in the corporation shall be determined by the adoption of the By-laws.

ARTICLE X
POWERS

The Corporation shall have all of the powers given to it by the laws of the State of Florida; provided, however, only powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI
DISSOLUTION

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 of all of the

assets of the Corporation for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the City of Ormond Beach for the exclusive use to benefit the Ormond Beach Senior Center to be used for senior center activities.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and advance expenses to any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) and whether formal or informal, by reason of the fact that such person (a) is or was a director or officer of the Corporation, or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, member, employee, agent, partner or trustee (or in a similar capacity) of another corporation, partnership, joint venture, limited liability company, trust, other enterprise, or employee benefit plan, to the maximum extent it is empowered to indemnify and advance expenses to a director or officer by the Florida Nonprofit Corporation Act or other applicable law, including, without limitation, as all of the same now exists or may hereafter be amended or changed (but, in the case of any such amendment or change), against reasonable expenses (including reasonable attorneys' fees), judgments, fines, penalties, including an excise tax assessed with respect to an employee benefit plan, and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof; provided however, that except as provided in this Article XII with respect to proceedings seeking to enforce rights of indemnification, entitlement to such indemnification shall be conditional upon the Corporation being afforded the opportunity to participate directly on behalf of such person in such claim, action, suit or proceeding or any settlement discussions relating thereto, and with respect to any settlement or other nonadjudicated disposition of any threatened or pending claim, action, suit or proceeding, entitlement to indemnification shall be further conditional upon the prior approval by the Corporation of the proposed settlement or nonadjudicated disposition. Such approval shall be made (a) by the Board of Directors by majority vote, of a quorum consisting of directors not at the time parties to the claim, action or proceeding, or, if the requisite quorum of the full board of directors cannot be obtained therefor, by a majority vote of the full board of directors, in which selection of counsel directors who are parties may participate. Approval or disapproval by the Corporation of any proposed settlement or other nonadjudicated disposition shall not subject the Corporation to any liability to or require indemnification or reimbursement of any party whom the Corporation would not otherwise have been required to indemnify or reimburse.

The right to indemnification conferred in this Article XII shall include the right to payment or reimbursement by the Corporation of reasonable expenses incurred in connection with any such claim, action, suit or proceeding in advance of its final disposition; provided, however, that the payment or reimbursement of such expenses in advance of the final disposition of such claim, action, suit or proceeding shall be made only upon (a) delivery to the Corporation of a written undertaking, by or on behalf of the person claiming indemnification under this Article XII to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Article XII or otherwise, or (c) a determination that the facts then known to those making the determination would not preclude indemnification under this Article XII.

ARTICLE XIII
AMENDMENT TO ARTICLES

These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire Board of Directors at a meeting of the Board of Directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

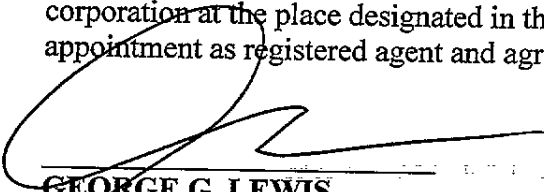


H. Raph Bettman
351 Andrews Street
Ormond Beach, FL 32174-5209

2/8/01
DATE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



GEORGE G. LEWIS
REGISTERED AGENT

2/7/01
DATE

FILED

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TALLAHASSEE FLORIDA**