

Division of Corporations

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*NO500004954*

Florida Department of State  
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BASIC AMENDMENT

OPERA NAPLES, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OPERA NAPLES, INC.  
(a corporation not for profit)**

THE UNDERSIGNED, the President of Opera Naples, Inc., a corporation not for profit formed under the Florida Not For Profit Corporation Act, submits the following Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

OPERA NAPLES, INC.

SECOND: The principal office and mailing address of the Corporation is:

3821 Golden Gate Blvd. W  
Naples, FL 34120

THIRD: The term for which the Corporation is to exist shall be perpetual or until such time as the Corporation shall have been dissolved in accordance with the laws of the State of Florida.

FOURTH: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

FIFTH: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. Specifically, the intended purpose of the organization is to produce and present performances of opera, and to carry out other educational and artistic activities associated therewith.

SIXTH: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization

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shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

SEVENTH: The address of the registered office of the Corporation shall continue to be:

3821 Golden Gate Blvd. W  
Naples, FL 34120


and the name of the Corporation's initial registered agent at such address shall continue to be:

Steffanie Pearce-Vasquez

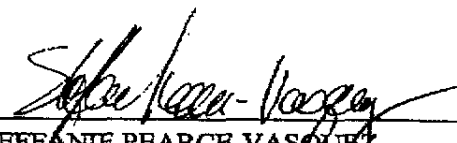
EIGHTH: The manner in which the directors are to be elected or appointed shall be as stated in the bylaws of the Corporation.

NINTH: These Amended and Restated Articles of Incorporation do not contain an amendment requiring member approval. These Amended and Restated Articles of Incorporation have been approved and adopted by the Corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Amended and Restated Articles of Incorporation on this \_\_\_ day of September, 2005.

  
\_\_\_\_\_  
Steffanie Pearce-Vasquez  
President

I, STEFFANIE PEARCE-VASQUEZ, having been designated to act as registered agent, hereby agree to continue to act in such capacity.

  
\_\_\_\_\_  
STEFFANIE PEARCE-VASQUEZ  
Initial Registered Agent

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