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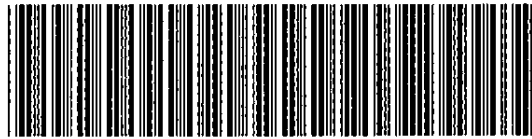
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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ATLANTIC EAST COAST DANCE

THEATRE, INC.

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Signature \_\_\_\_\_

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- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
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**ARTICLES OF INCORPORATION**  
**OF**  
**ATLANTIC EAST COAST DANCE THEATRE, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE 1**  
**NAME**

The name of the corporation is as follows: **Atlantic East Coast Dance Theatre, Inc.**

**ARTICLE 2**  
**ADDRESS**

The address of the principal office and the mailing address of the corporation is:

**333 SE Tressler Drive**  
**Stuart, FL 34994**

**ARTICLE 3**  
**INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the corporation :

**Michael R. Banks, Esq.**  
**759 SW Federal Highway**  
**Suite 216**  
**Stuart, FL 34994**

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Michael R. Banks

7.22.2014  
(Date)

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**ARTICLE 4  
NO MEMBERS**

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE 5  
NOT-FOR-PROFIT**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under § 501(c)(3), of the Internal Revenue Code (hereinafter referred to as "IRC"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under § 501(c)(3), IRC.

**ARTICLE 6  
DURATION**

The duration (term) of the corporation is perpetual.

**ARTICLE 7  
PURPOSES**

The corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to:

(a) Said corporation is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The specific and primary purpose for which this corporation is created is to promote and introduce the performing dance arts to the Treasure Coast of Florida, and South Florida. Activities to achieve this purpose include but are not limited to promoting dance performances, educating and encouraging young adults to becoming dance professionals, and introducing the community to various forms of dance arts.

**ARTICLE 8  
POWERS**

Solely for the above purposes, the corporation shall have the following powers:

(a) To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

(b) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

(c) To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

**ARTICLE 9  
LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 7 (Purposes) of these Articles.

**ARTICLE 10  
TAX-EXEMPT STATUS**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation § 501(a), IRC, as an organization described in § 501(c)(3), IRC, and which is other than a private foundation as defined in § 509, IRC. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under § 501(c)(3), IRC. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**ARTICLE 11  
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, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in § 170(c)(1) or § 170(c)(2)(B), IRC and is described in § 509(a)(1), (2) or (3), IRC.

## **ARTICLE 12 BOARD OF DIRECTORS**

(a) There shall be a board of directors consisting of not less than three (3) individuals.

(b) The name and addresses of the initial directors are:

- (1) Alicia Chodera  
54 N. River Road  
Stuart, FL 34996
- (2) Karen Weisberg  
1854 ST. Andrews Drive  
Palm City, FL 34990
- (3) Jean Laws Scott  
2199 NE Ginger Terrace  
Jensen Beach, FL 34957
- (4) Elaine Munson  
2841 NE Yorkshire Lane  
Jensen Beach, FL 34957
- (5) Valerie Wright  
10 Miramar Rd.  
Stuart, FL 34996
- (6) Harvey Cupaiuoli  
54 N. River Road  
Stuart, FL 34996

(c) The initial directors shall serve until the first annual meeting scheduled for February 16, 2015. After that, directors shall serve one year terms that conclude at the conclusion of the annual meeting. Directors may serve multiple terms without limitation. The then current members of the board of directors shall elect, by a majority vote, at each annual meeting, the board of directors for the next term, which shall commence at the conclusion of the annual meeting.

Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The number of directors, the terms of appointment, and manner of electing directors may be modified by a bylaw duly adopted pursuant to the bylaws of this corporation.

### **ARTICLE 13 OFFICERS**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

### **ARTICLE 14 INCORPORATOR**

The name and street address of the incorporator is as follows:

**Alicia Chodera  
54 North River Road  
Stuart, FL 34994**

### **ARTICLE 15 BYLAWS**

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

### **ARTICLE 16 AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

### **ARTICLE 17 INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**ARTICLE 18  
COMMENCEMENT OF CORPORATE EXISTENCE**

The date when corporate existence shall commence is July 28<sup>th</sup>, 2014.

The undersigned incorporator has signed these articles of incorporation on this 22<sup>nd</sup> day of July, 2014.

  
\_\_\_\_\_  
Alicia Chodera, Incorporator

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