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REFERENCE : 571186 80558A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 3, 1995

ORDER TIME : 10:51 AM

ORDER NO. : 571186

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.  
WILLIAM R. SMITH, P.A.

Suite 300  
8191 College Parkway  
Fort Myers, FL 33919

000001446172  
04/03/95-01063--010  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: THEATRE CONSPIRACY, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

FILED  
95 APR - 3 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THEATRE CONSPIRACY, INC.

FILED  
95 APR -3 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, and known as the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be: THEATRE CONSPIRACY, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office of the Corporation and its mailing address shall be 10091 McGregor Boulevard, Fort Myers, Florida 33919.

ARTICLE III. PURPOSE.

The purposes for which the Corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively to sponsor, coordinate and promote artistic disciplines throughout Lee County, Florida, and to foster other charitable, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code").

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on corporations not for profit under the laws of the State of Florida.

#### ARTICLE IV. TERM.

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

#### ARTICLE V. POWERS.

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida, that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax, pursuant to Section 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 VI. LIMITATIONS.

The Corporation shall be operated exclusively for charitable, educational and scientific purposes as a not for profit corporation. No individual director or member of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. However, an individual or member may be paid compensation in reasonable amounts for services rendered. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE VII. MEMBERS.

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

#### ARTICLE VIII. DIRECTORS.

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

B. Number. The number of Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and in the absence of any such determination, shall be three Directors.

C. Election; removal. Directors shall be elected or removed in accordance with the procedures provided in the Bylaws; however, all Directors shall be members of the Corporation.

D. Initial Directors. The names and addresses of the initial directors to hold office for the term period set forth, or until their successors shall have been elected and qualify are as follows:

| <u>Name</u>             | <u>Address</u>                                   |
|-------------------------|--------------------------------------------------|
| PATRICIA L. MIDDLEKAUFF | 19116 Coconut Road, S.E.<br>Fort Myers, FL 33912 |
| WILLIAM E. TAYLOR       | 1915 Maravilla, #14<br>Fort Myers, FL 33901      |
| NANCY ANTONIO           | 2682 Shriver Drive<br>Fort Myers, FL 33912       |

#### ARTICLE IX. REGISTERED AGENT AND OFFICE.

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

| <u>Name</u>      | <u>Address</u>                                               |
|------------------|--------------------------------------------------------------|
| WILLIAM R. SMITH | 8191 College Parkway, Suite 300<br>Fort Myers, Florida 33919 |

#### ARTICLE X. INCORPORATOR.

The name and street address of the person signing these Articles as incorporator is as follows:

| <u>Name</u>      | <u>Address</u>                                               |
|------------------|--------------------------------------------------------------|
| WILLIAM R. SMITH | 8191 College Parkway, Suite 300<br>Fort Myers, Florida 33919 |

#### ARTICLE XI. 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 XII. AMENDMENT.

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any

amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

#### ARTICLE XIII. DISSOLUTION.

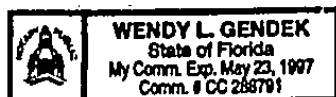
In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

THE UNDERSIGNED has executed these Articles of Incorporation this 31 day of March, 1995. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
WILLIAM R. SMITH,  
Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was sworn to, subscribed and acknowledged before me this 31 day of March, 1995, by William R. Smith.



OR PERSONALLY KNOWN BY ME  
OR BY CERTAIN

  
Signature of Notary Public-State of Florida

WENDY L. GENDEK  
Print, Type or Stamp Commissioned Name of  
Notary Public, Commission Expiration Date  
and Certificate Number

XXX Personally Known -OR- N/A Produced Identification

Type of Identification Produced: N/A