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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Puppet Celebration, Inc.

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ARTICLES OF INCORPORATION OF PUPPET CELEBRATION, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be PUPPET CELEBRATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is 3730 Grissom Lane, Kissimmee, Florida 34741-4615 and the mailing address of the Corporation is P.O. Box 470314, Celebration, Florida 34747-0314.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Attorney Name: Randal M. Allegood, P.A.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Bar No. 459445

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E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the name of the initial registered agent of the Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be three (3).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
David M. Eaton	512 Longmeadow Street Celebration, Florida 34747
Marilyn Bolton	6700 Pinewood Place Dayton, Ohio 45410

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Barbara Pearson

1142 Epworth Avenue
Dayton, Ohio 45410

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

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

Name

Street Address

David M. Eaton

512 Longmeadow Street
Celebration, Florida 34747

ARTICLE VIII - Members

The Corporation shall not have members.

ARTICLE IX- Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI- Dissolution

A. 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

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27th WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this
day of March, 2000.



David M. Eaton

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Puppet Celebration, Inc.

B&C Corporate Services of Central Florida, Inc.

By: 

Janice C. Myers, Vice President

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