

701923

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

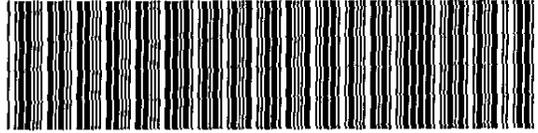
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

File 2nd

Office Use Only



400008825284

11/14/02--01030--016 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV 14 PM 3:12

FILED

C. Coulliette NOV 15 2002

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

File 2nd

FILING COVER SHEET
CCT. #FCA-14

CONTACT: Pam
DATE: 11-14-02
REF. #: 0409. 10684
CORP. NAME: The Coconut Grove Playhouse Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 43-75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 14, 2002

CORPDIRECT AGENTS, INC.

TALLAHASSEE, FL

SUBJECT: THE COCONUT GROVE PLAYHOUSE, INC.
Ref. Number: 701923

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
11-14-02

We have received your document for THE COCONUT GROVE PLAYHOUSE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 502A00061833

RECEIVED
02 NOV 15 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
11-14-02

**RESTATED ARTICLES OF INCORPORATION
OF
THE COCONUT GROVE PLAYHOUSE, INC.**

**FILED
02 NOV 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation shall be The Coconut Grove Playhouse, Inc.

ARTICLE II - TERM

The term of this corporation shall be perpetual. The date and time of the commencement of the corporate existence is January 19, 1961, the date on which the original Articles of Incorporation were approved by the Secretary of State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 3500 Main Highway, Coconut Grove, Florida 33133.

ARTICLE IV - PURPOSE(S)

The purpose(s) for which this corporation is organized are:

1. To produce high quality professional theater for the enrichment and entertainment of its diverse audiences.
2. To participate in the development of new and innovative works for the stage.
3. To provide a broad range of theater education and outreach programs accessible to all segments of the community.
4. To use theater as a powerful communication tool to help young people explore issues affecting their lives.

ARTICLE V - EXERCISE OF CORPORATE POWERS AND MANAGEMENT

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.

ARTICLE VI – BOARD OF DIRECTORS/DIRECTORS

The composition and membership of the Board of Directors, the manner in which the directors are elected or appointed and their term of office shall be as stated in the By-Laws.

ARTICLE VII – OFFICERS

The officers of the corporation, the manner in which the officers are elected and their terms of office shall be as stated in the By-Laws.

ARTICLE VIII – MEMBERS

The corporation shall have no members.

ARTICLE IX – REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Registered Agent is CorpDirect Agents, Inc., 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301.

The By-Laws of the corporation shall be adopted and may be altered, amended or repealed and new By-Laws adopted by the Board of Directors in the manner stated in the By-Laws.

ARTICLE X – LIMITATIONS OF POWER

Notwithstanding any powers granted to the Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of power shall apply:

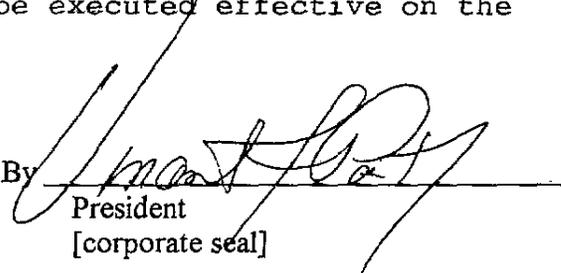
- a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code [Code].
- b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make distributions in furtherance of purposes set forth in the purpose clause hereof. 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) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

- a. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The restatement was unanimously adopted by the board of directors on July 31, 2002, at a meeting of the board at which a quorum was present; no further member approval is required.

IN WITNESS WHEREOF, THE COCONUT GROVE PLAYHOUSE, INC. has caused these Restated Articles of Incorporation to be executed effective on the 31 day of July, 2002.

By


President

[corporate seal]