

722966

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

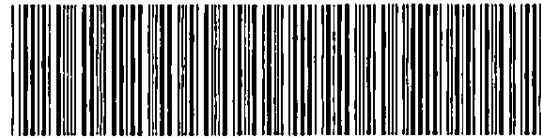
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2019 OCT 29 PM 1:05 19 OCT 19 5:11 2:04

3D

C. GOLDEN

OCT 30 2019

LG

Holland & Knight

Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Monticello Opera House, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 21, 2019

HOLLAND & KNIGHT

SUBJECT: MONTICELLO OPERA HOUSE, INC.
Ref. Number: 722966

Corrected
10/28/19

We have received your document 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 019A00021670

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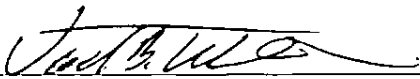
**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MONTICELLO OPERA HOUSE, INC.**

2019 OCT 29 PM 1:05

Pursuant to Section 617.1002 of the Florida Not For Profit Corporation Act, the undersigned hereby delivers these Articles of Amendment of the Articles of Incorporation of Monticello Opera House, Inc., a Florida not-for-profit corporation (the "Corporation"), for filing with the Department of State of the State of Florida:

1. The name of the Corporation is MONTICELLO OPERA HOUSE, INC. The Corporation's Document Number is 722966. The Corporation's Articles of Incorporation were originally filed on March 10, 1972.
2. The Articles of Incorporation of the Corporation have been amended. The text of each amendment is set forth in the attached Text of Amendment of Articles of Incorporation of Monticello Opera House, Inc.
3. The amendment of the Articles of Incorporation was approved and adopted by the members of the Corporation on August 24, 2019, at the 2019 annual meeting of the Corporation. The number of votes cast for the amendment was sufficient for approval.

The undersigned President of the Corporation executed these Articles of Amendment of Articles of Incorporation on October 7, 2019.



Jack Williams
As its President

**TEXT OF AMENDMENT OF ARTICLES OF INCORPORATION OF
MONTICELLO OPERA HOUSE, INC.**

The text of the Articles of Incorporation of Monticello Opera House, Inc., as in effect immediately prior to the date hereof, is deleted in its entirety, and the following text is adopted in its place and shall constitute the Amended Articles of Incorporation of Monticello Opera House, Inc.:

**AMENDED ARTICLES OF INCORPORATION
OF
MONTICELLO OPERA HOUSE, INC.**

ARTICLE I NAME

The name of this corporation is Monticello Opera House, Inc. (the "Corporation").

ARTICLE II PURPOSES

The Corporation is organized and shall be operated exclusively for educational, literary, and charitable purposes, and not for pecuniary profit, and particularly for such educational, literary, and charitable purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. Without limiting the generality of the foregoing sentence, the Corporation's educational, literary, and charitable purposes include the following:

(a) To restore, preserve, and maintain the Perkins Opera House, also known as the Monticello Opera House, a historically and architecturally significant building located at 185 West Washington Street, Monticello, Florida 32344 (the "Opera House"), and to cause the Opera House to remain open and available to the general public;

(b) To inform the public concerning the historical and architectural significance of the Opera House;

(c) To operate the Opera House as a regional center for the performing arts, serving North and Central Florida and South Georgia;

(d) To develop, promote, and implement educational programs at the Opera House and other locations, with an emphasis on the performing arts, visual arts, and local history;

(e) To promote, operate, and maintain the Opera House as a multi-purpose community center available for use by the general public;

(f) To engage in all other lawful activities that are consistent with the Corporation's educational, literary, and charitable purposes and in which corporations that are organized under Chapter 617, Florida Statutes, and exempt from taxation as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, may engage; and

(g) To engage in such other activities as are necessary, appropriate, incidental, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and of the United States.

ARTICLE III NONPROFIT STATUS

This Corporation shall not engage in any activities that are prohibited by Chapter 617, Florida Statutes, as amended. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities that are not permitted to be carried on by a corporation that is exempt from federal income tax as an organization described by 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. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the educational, literary, and charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons or entities that are qualified to receive them in furtherance of the Corporation's educational, literary, and charitable purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including publishing or distribution of statements). The Corporation shall not make any loan to any of its directors or officers, nor shall any director or officer participate in the making of any such loan.

ARTICLE IV MEMBERS

The members of this Corporation shall consist of those persons who are identified as members of the Corporation in the manner specified in the Bylaws. The Corporation's membership records shall constitute conclusive evidence of the identity of the members of the Corporation at any particular time. A membership in the Corporation is not transferable.

ARTICLE V TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI DISSOLUTION

If the Corporation dissolves, the Board of Directors, after paying or making provision for the payment of all the Corporation's liabilities, shall distribute all the Corporation's assets to one or more organizations that are exempt from federal income tax as an organization described by

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. If any of the Corporation's assets are not so distributed, the Circuit Court of the county in which the principal office of the Corporation is then located shall distribute the remaining assets to a corporation that is organized exclusively for educational, literary, or charitable purposes and is exempt from federal income tax as an organization described by 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, to be used for that corporation's educational, literary, and charitable purposes.

ARTICLE VII INCORPORATORS

The names and addresses of the original incorporators of the Corporation were:

GUSTAVO R. HALLEY	356-4 Pennell Circle Tallahassee, FL 32304
JAMES FOWLER	302 East Georgia Street Tallahassee, FL 32304
JAYNNE C. MIDDLETON	2125 Jackson Bluff Road Apt. No. W-202 Tallahassee, FL 32304

ARTICLE VIII BOARD OF DIRECTORS

All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, a Board of Directors. The Corporation shall have no fewer than three directors. The number of directors may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three. The directors shall be elected, and serve terms, as provided in the Bylaws.

ARTICLE IX BYLAWS

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

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members present either (i) at a special meeting of the membership called for the purpose of considering one or more amendments; or (ii) at an annual or other regular meeting of the membership if notice of intention to submit one or more amendments has been given to the members in accordance with the Bylaws.

ARTICLE XI ADDRESS

The Corporation's mailing address and the street address of the Corporation's principal office is 185 West Washington Street, Monticello, Florida 32344.

ARTICLE XII DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations by Chapter 617, Florida Statutes, including the power to take all actions that are necessary, desirable, or expedient to carry out the Corporation's purposes, except that the Corporation shall have no power to do any act that is inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United State internal revenue law.

ARTICLE XVI RESIDENT AGENT


The street address of the registered office of the Corporation is 185 West Washington Street, Monticello, Florida 32344. The name of the registered agent of the Corporation at that address, who is authorized to receive service of process, is Michael J. Herrin.

ACCEPTANCE OF REGISTERED AGENT

Monticello Opera House, Inc., a Florida not-for-profit corporation, with its registered office at 185 West Washington Street, Monticello, Florida 32344, has named Michael J. Herrin as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for Monticello Opera House, Inc., at 185 West Washington Street, Monticello, Florida 32344, the undersigned agrees to act in that capacity and to comply with the applicable provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. The undersigned is familiar with, and accepts, the obligation provided under such statute relative to keeping open the registered office and providing records.


Michael J. Herrin