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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

February 15, 2001

RE: FEI# 59-1764305

Dear Sir or Madam:

400003745184--2
-02/21/01-01053--009
*****52.50 *****52.50

Enclosed is the Restated and amended Articles of Incorporation as approved by the Riverside Theatre Board of Directors on January 29, 2001.

Also enclosed is a check in the amount of \$52.50, to cover the costs of the following;

\$35.00 filing fee
8.75 for Certificate of Status
8.75 for Certified copy of Articles
\$52.50

If you have any questions please feel free to contact me at 561-231-5860.

Thank you for your assistance in this matter.

Sincerely,

Paul Cazzolla
Paul Cazzolla
Business Manager

*Amend + Restate
2-23-01
BHS*

FULLY RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
RIVERSIDE THEATRE, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, RIVERSIDE THEATRE, INC., a Florida corporation not for profit, adopts the following Restatement and Amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on October 26, 1976 and amended by an Amendment to Articles of Incorporation filed and approved on December 24, 1992. Said articles are hereby further Restated and Amended effective the date of its adoption on January 29, 2001 as follows:

ARTICLE I – NAME

The name of the corporation shall be RIVERSIDE THEATRE, INC., a Florida Corporation not for profit.

ARTICLE II – PURPOSES

This corporation is organized exclusively to support and foster interest in the theatre's programs and production, to assist the theatre in achieving its objectives through talent, services and financial aid, to broaden the base of community interest and involvement in the theatre and to raise the standards of cultural opportunity.

ARTICLE III – POWERS

This Corporation shall have the following powers:

- A. All powers necessary or convenient to effect any or all purposes for which this Corporation is exercised, to include such corporate powers as are granted in

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Chapter 617, Florida Statutes, and all amendments subsequent thereto. Such responsibility for the business and property of the Corporation shall be vested in the Board of Trustees who may exercise and all such powers of the Corporation and do all such lawful acts and things in a manner consistent with the Bylaws, Articles of Incorporation, Chapter 617, Florida Statutes and all amendments subsequent thereto.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- a. By a Corporation exempt from Federal Income Tax under Section 501©(3) of the Internal Revenue Code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law), or
- b. By a Corporation, contributions to which are deductible under Section 170©(2) of the Internal Revenue code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV – MEMBERSHIP

The Corporation shall be organized as a non-stock membership Corporation. The voting members shall be those individuals who are duly elected Trustees of the Corporation. The voting members shall take any action required and permitted by Statute, these Articles of Incorporation or the Bylaws of the Corporation. Due to the identical nature of the voting membership and the Board of the Corporation, an act of the Board shall be an act of the membership when an act by the membership is required by law. The present members of the Board of the Corporation are the voting members of the Corporation effective on the date of filing these Amendments.

ARTICLE V – EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment for all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the corporation, dispose of all the assets of the Corporation exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501©(3) of the Internal Revenue Code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the

Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI – OFFICERS

A. The officers of this Corporation shall be a President, Vice President(s), a Secretary and a Treasurer. All officers of the Corporation shall be elected Trustees of the Corporation, and no person may hold two (2) or more offices simultaneously. All officers shall be elected annually in the manner set forth in the Bylaws of this Corporation.

B. The names of the persons who are to serve as officers of the Corporation at the time of filing these fully Restated and Amended Articles of Incorporation are as follows:

President	Robert Bauchman
Vice President	Gail Bain
Treasurer	Robert Kingston
Secretary	W. Craig Marshall

C. The positions and powers of the officers of the Corporation are specifically set forth in the fully Restated Bylaws of this Corporation.

ARTICLE VII – TRUSTEES

- A. The operation and conduct of the business matters of this Corporation shall be guided by a Board of Trustees, which shall consist of no more than thirty-six (36), nor less than twelve (12) members of this Corporation, as shall from time to time be fixed by or in the manner provided in the Bylaws of this Corporation.
- B. The Trustees of the Corporation shall be elected by the voting members of the Corporation at its annual meeting.
- C. The elected Board members shall be eligible to serve a maximum of two (2) consecutive three (3) year terms in addition to a partial term, however, that any member of the Board may continue to serve for an additional term during which the individual serving as an officer pursuant to the terms of the Corporation's Bylaws.
- D. The names and addresses of the persons who shall serve as the initial Board of Trustees of the Corporation are:

Bauchman, Robert (P)
Northern Trust Bank
755 Beachland Blvd
Vero Beach, FL 32963

Bain, Gail (VP)
130 Clarkson Lane
Vero Beach, FL 32963

Marshall, W. Craig (S)
Northern Trust Bank
755 Beachland Blvd
Vero Beach, FL 32963

Kingston, Robert (T)
5830 Glen Eagle Lane
Vero Beach, FL 32963

Burge, Cheryl
1375 Shorelands Dr. No.
Vero Beach, FL 32963

Downey, Linda
1325 Little Harbour Lane
Vero Beach, FL 32963

Gibson, Marty
151 Terrapin Point
Vero Beach, FL 32963

Grady, Kevin
PNC Advisors
590 Beachland Blvd
Vero Beach, FL 32963

Holtz, Abby
2035 Regatta Drive
Vero Beach, FL 32963

Jones, E. Bradley
61 Dove Plum Road
Vero Beach, FL 32963

MacMillan, Whitney
1050 Beach Road
Vero Beach, FL 32963

Parrot, Scott
100 Clarkson Lane
Vero Beach, FL 32963

Pietrafesa, Robert
400 Ocean Road #179
Vero Beach, FL 32963

Reamy, Jim
1696 20th Place SW
Vero Beach, FL 32962

Simpson, Mason
The Carlton Development Co.
8000 North A1A
Vero Beach, FL 32963

Cigala, Kathy
2035 Ocean Ridge Circle
Vero Beach, FL 32963

Fitzgerald, Susan
1515 Smuggler's Cove
Vero Beach, FL 32963

Gibson, Toni
1040 Windsong Way
Vero Beach, FL 32963

Harris, Bob
Harris, Cotherman & Assoc.
3150 Cardinal Drive
Vero Beach, FL 32963

Ireland, Glenn
230 Sandpiper Point
Vero Beach, FL 32963

Large, Nancy
206 Riverway Drive
Vero Beach, FL 32963

Miller, Barbara
106 Ocean Way
Vero Beach, FL 32963

Peniston, Deborah
505 River Drive
Vero Beach, FL 32963

Post, Helen
15 Cache Cay Drive
Vero Beach, FL 32963

Schneebeck, Judy
251 Indian Harbor Road
Vero Beach, FL 32963

Slaughter, Thomas
451 Indian Harbor Road
Vero Beach, FL 32963

Stark, Richard
340 Palmetto Point
Vero Beach, FL 32963

Thompson, Lisa
756 Beachland Blvd.
Vero Beach, FL 32963

Young Terry
430 Coconut Palm Road
Vero Beach, FL 32963

ARTICLE VIII – BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested in the Board of Trustees of the Corporation. Any amendment to the Bylaws shall require approval of two-thirds (2/3) of the elected Trustees present and voting (including proxies).

ARTICLE IX – AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend repeal or adopt the Articles of Incorporation of this Corporation shall be vested in the Board of Trustees of the Corporation. Such amendment, changes or additions may be amended at a special meeting of the Board of Trustees or at a regular meeting of the Board of Trustees. All amendments to the Articles of Incorporation shall require approval of two-thirds (2/3) of the members present and voting (including proxies).

ARTICLE X – PRINCIPAL OFFICE

The address of the initial registered office of this corporation is 3250 Riverside Park Drive, Vero Beach, Florida 32963, and the name of the registered agent of this

Corporation at that address is Chuck Still. The principal office of the Corporation shall be located at 3250 Riverside Park Drive, Indian River County, Vero Beach, Florida and branch offices may be maintained at such other points in the State of Florida and in the United States of America and in Foreign Countries as may be from time to time authorized by the Board of Trustees.

ARTICLE XI – NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any member of this Corporation.

The Amended and Restatement of the Articles of Incorporation of Riverside Theatre, Inc. was adopted by the members and the number of votes cast for the Amendment was sufficient by approval.

Signed this 29th day of January, 2001

Paul Campello
Witness

W. Craig Marshall
Signature

W. Craig Marshall
Typed or Printed Name

Secretary
Title