

N 00000000 158
HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 S. HYDE PARK AVENUE
TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

February 10, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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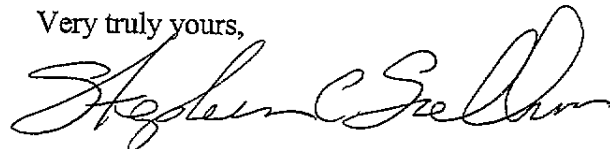
Re: **Amended & Restated Articles of Incorporation:
Conservatory for the Arts at Tampa Bay, Inc.**

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Amended And Restated Articles of Incorporation for the above-referenced corporation and our check in the amount of \$35.00 to cover the costs of the filing fee.

We would appreciate your filing the Amended and Restated Articles and returning the date stamped copy to us.

Very truly yours,


Stephen C. Sullivan

SCS:cn
Enclosures

FILED
00 FEB 28 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Post
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HINES NORMAN & ASSOCIATES, P.L.

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TAMPA, FLORIDA 33606

TAXATION
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ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

February 25, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

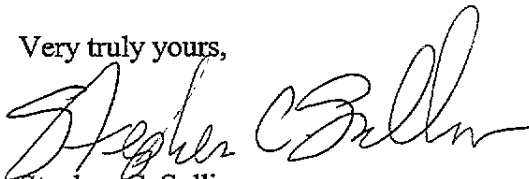
Re: **Amended & Restated Articles of Incorporation:
Conservatory for the Arts at Tampa Bay, Inc.**

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Amended And Restated Articles of Incorporation for the above-referenced corporation. We have previously submitted our check in the amount of \$35.00 to cover the costs of the filing fee. Enclosed please find a copy of a letter from your office regarding our previous attempt to file these Articles.

We would appreciate your filing the Amended and Restated Articles and returning the date stamped copy to us.

Very truly yours,


Stephen C. Sullivan

SCS:cn
Enclosures

RECEIVED
00 FEB 28 AM 9:54
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2000

STEPHEN C, SULLIVAN
HINES NORMAN & ASSOCIATES, P.L.
315 S. HYDE PARK AVE
TAMPA, FL 33606

SUBJECT: CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.
Ref. Number: N00000000158

We have received your document for CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 500A00009133

AMENDED & RESTATED ARTICLES OF INCORPORATION

OF

CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.

FILED
00 FEB 28 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The name of the Corporation is **CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.** (the "Corporation") and the Corporation's original Articles of Incorporation were filed on January 10, 2000.

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety and integrated into the single document which is hereinafter set forth, and which is entitled Amended & Restated Articles of Incorporation of **CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.**, which document supersedes the Corporation's original Articles of Incorporation in all respects.

3. The amendments to, and the restatement of, the Articles of Incorporation have been duly adopted by the unanimous, affirmative vote of the Corporation's Board of Directors, in accordance with the provisions of Sections 617.1002 and 617.1007 of the Florida Statutes. The Corporation has no members.

4. The Articles of Incorporation are hereby amended and restated as follows:

AMENDED & RESTATED ARTICLES OF INCORPORATION

OF

CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: **CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.** ("the Corporation"). The initial principal office of the Corporation shall be located at 9414 N. Rome Circle, Tampa, FL 33612, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 9414 N. Rome Circle, Tampa, FL 33612, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

This Corporation is organized exclusively for the purpose of educating musicians, actors, dancers, visual artists, and technicians in their chosen fields so as to foster excellence and, thereby, reclaim the visual and performing arts for the Glory of God.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including but not limited to, the following:

- (a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;
- (b) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;
- (c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;
- (d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out Christian religious programs of the Corporation in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;
- (e) To contract and be contracted with, and to sue and be sued;
- (f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;
- (g) To apply the whole or any part of the income and principal of the Corporation exclusively for religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations ("the Internal Revenue Code");
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities,

and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes; and

(i) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

DURATION AND EXISTENCE

The existence of the Corporation shall begin upon the filing of these Articles and thereafter the existence of the Corporation shall be perpetual.

ARTICLE V

SUBSCRIBER

The name and address of the subscriber is:

James H. Prince
9473 Forest Hill Place
Tampa, FL 33612

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be conducted by a President, a Vice President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Executive Committee of the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding

special and annual meetings shall be as provided in the Bylaws of the Corporation.

The directors shall be:

Rodney Shores
14918 Philmore Rd.
Tampa, FL 33613

Jay Faulkner
10002 Turkey Trot Pl.
Tampa, FL 33637

Shirley E. Parsons
94212 No. Edison Ave.
Tampa, FL 33612

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

Except as otherwise provided hereinbelow, the Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Executive Committee of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the members then serving on the Executive Committee of the Board of Directors in accordance with the provisions of the Bylaws of the Corporation. The foregoing language of this Article VIII notwithstanding, Article II of the Articles of Incorporation, relating to the Corporation's purposes, may be amended only upon a resolution adopted by the three-fourths vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE IX

CHARITABLE LIMITATIONS

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 person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for purposes consistent with the Corporation's purposes as described in Article II hereinabove. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS

In the event of 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 of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so 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 XI

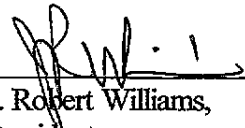
REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and the initial registered office for the Corporation are as follows: Shirley E. Parsons, 9414 N. Rome Circle, Tampa, Florida 33612.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Incorporation on this 4th day of February, 2000 for the uses and purposes therein stated.

**CONSERVATORY FOR THE ARTS
AT TAMPA BAY, INC.**

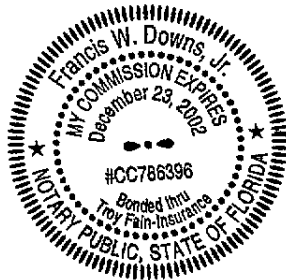
By: _____


J. Robert Williams,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared J. Robert Williams, to me known to be the person described as the President of CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC., and acknowledged before me that he subscribed said Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the State of Florida this 4th of February, 2000.



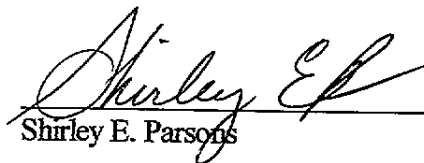
Francis W. Downs, Jr.
Notary Public (Signature)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.**

Pursuant to Florida Statute Section 617.051, **CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Shirley Parsons, 9414 N. Rome Circle, Tampa, Florida 33612, as its agent to accept service of process within Florida.

Having been named to accept service of process for **CONSERVATORY FOR THE ARTS AT TAMPA BAY, INC.**, at the place designated hereinabove, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Shirley E. Parsons