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REFERENCE : 641318 11654A

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 78.75

ORDER DATE : March 28, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 641318-005

CUSTOMER NO: 11654A

CUSTOMER: Ms. Jeanette Lago  
HOLTZMAN KRINZMAN EQUELS &  
HOLTZMAN KRINZMAN EQUELS &  
2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 29 PM 12:28

DOMESTIC FILING

NAME: THE CELEBRATION THEATRE  
COMPANY, INC.

9000003186979--6

EFFECTIVE DATE: -

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 28 PM 12:11

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*JP*

**ARTICLES OF INCORPORATION**  
**OF**  
**THE CELEBRATION THEATRE COMPANY, INC.**

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DIVISION OF CORPORATIONS  
00 MAR 28 PM 12:28

*The undersigned, acting as the incorporator of a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:*

**ARTICLE I**

**Name**

The name of the corporation shall be: The Celebration Theatre Company, Inc.

**ARTICLE II**

**Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

9210 Charles Limpus Road  
Orlando, Florida 32836

**ARTICLE III**

**Purposes**

The corporation is a not-for-profit corporation organized pursuant to the Florida Not For Profit Act and is created, organized and shall be operated exclusively for purposes permissible under Chapter 617 of the Florida Statutes and applicable federal laws. Within the scope of the foregoing, the purposes for which this corporation is organized are:

- A. Exclusively charitable, scientific, literary and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, this corporation shall carry on only those activities permitted for an organization exempt from Federal Income Tax under Code §501(c)(3) and those activities for which contributions are deductible for federal and state income, gift or estate tax purposes.
- B. This corporation's purposes shall include, but not be limited to, engaging in business and activities which:
  - (1) Provide professional and amateur dramatic and musical productions to the

surrounding community, and enhance the cultural and educational environment of the surrounding community.

(2) Raise funds to support the aforementioned activities by obtaining government grants and aid and by soliciting charitable contributions of money, property and in-kind services from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations.

(3) Carry out the purposes set forth in these Articles of Incorporation and which are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies under Code §501(c)(3).

#### **ARTICLE IV**

##### **Corporate powers and limitation of corporate powers**

Section 1. Powers: Subject to the restrictions and limitation set forth in Article III, the corporation shall have all powers and authorities as are or may hereafter be granted to not for profit corporations under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, or otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees, and agents within or without the State of Florida, and to make donations for the public welfare and for charitable purposes.

##### **Section 2. Limitation of powers:**

A. This corporation does not contemplate any pecuniary gain or profit to directors or officers thereof, and no part of any earnings of this corporation shall inure to the benefit of, or be distributable to, any director or officer of this corporation or any other private individual (except that reasonable compensation may be paid, in cash or in kind, for services rendered to or for this corporation and this corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to this corporation). No director or officer of this corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation. However, this corporation may confer benefits in the form of distribution, upon dissolution or otherwise, upon any not for profit corporation described in Code §501(c)(3) and 170(c)(2) as specified below.

B. No substantial part of the activity of this corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

C. All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this corporation, the assets shall, after paying or making provisions for all liabilities of this corporation, be distributed to one or more organizations which are organized and exist exclusively for education, scientific, charitable or literary purposes, and which at the time of such dissolution, qualify as an exempt organization under Code §§501(c)(3), 170(c)(2), or 509(a)(1) or (2), or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, or Florida local governments for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction to such organization or organizations operated exclusively for such charitable purposes, as said court shall determine.

D. The corporation shall have no stock, pay no dividends, and distribute no part of the net income to its officers or directors.

#### **ARTICLE V**

##### **Existence**

The corporation will exist perpetually unless it shall be dissolved according to the laws of the State of Florida.

#### **ARTICLE VI**

##### **Amendment of Articles of Incorporation**

Amendments to these Articles of Incorporation may be proposed by a vote of a majority of all members of the Board of Directors, providing that two (2) weeks written notice shall be given of any meeting to vote on an amendment to the Articles and such notice shall contain the full text of any proposed amendment.

#### **ARTICLE VII**

##### **Bylaws**

The power to adopt, alter, amend, or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation. The Bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

**ARTICLE VIII**  
**Initial registered agent and street address**

The name and the street address of the initial registered agent are:

William Irey  
9210 Charles Limpus Road  
Orlando, Florida 32836

**ARTICLE IX**  
**Board of Directors**

There shall be a Board of Directors for this corporation which shall consist of at least three (3) members. The Board of Directors may be increased in size in accordance with the corporation's by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida.

The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
William Irey	9210 Charles Limpus Road Orlando, Florida 32836
Candy Irey	9210 Charles Limpus Road Orlando, Florida 32836
Lynda Warren	7308 Lismore Court Orlando, Florida 32835

Section 1. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. The manner in which directors are appointed or elected to the Board of Directors shall be stated in the Bylaws.

**ARTICLE XI**  
**Officers**

The officers of the corporation shall consist of an Executive Director, a Secretary, a Treasurer and such other officers as may be provided for in the Bylaws. Any two offices may be held by the same person. The officers shall be elected by the Board of Directors and shall serve for a term as provided in the Bylaws.


**ARTICLE XII**  
**Incorporator**

The name and the street address of the Incorporator for these Articles of incorporation are:

Mary Kogut Equels, Esq.  
16 West Pine Street  
Orlando, Florida 32801

The undersigned Incorporator has executed these Articles of Incorporation on this 20<sup>th</sup> day of March, 2000.

Signature of Incorporator:

  
\_\_\_\_\_  
Mary Kogut Equels

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

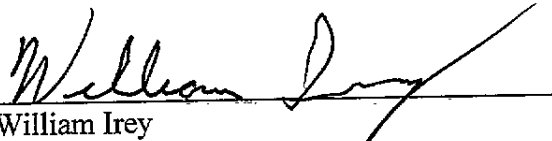
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 28 PM 12: 28

That The Celebration Theatre Company, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Orange County, State of Florida, has named William Irey as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with, and accept, the obligations of that position.

  
William Irey