

June 26, 2001

N00000003403

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Amendments to Articles of Incorporation for
Rainbow Repertory Company, Theatre and Academy, Inc.
Original document number: N00000003403

To Whom It May Concern:

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-07/30/01--01135--001
*****43.75 *****43.75

Enclosed please find the articles of amendment for the above nonprofit corporation. Also enclosed:

- o \$35.00 filing fee
- o \$8.75 for one certified copy

As per your request, as the registered agent, my contact information is:

Christopher Grant
3223 Northwest 35th Way
Lauderdale Lakes, Florida 33309
(954) 733-9514

Sincerely,



Christopher Grant
President

FILED
01 JUL 30 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
N00000003403
Amend on
6/28/01
*Auth copy

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

RAINBOW REPERTORY COMPANY, THEATRE & ACADEMY, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (Article numbers being amended, added or deleted as follows.)

ARTICLE III: PURPOSE (amended)

Section 1.

The purposes for which this corporation is formed is exclusively charitable, educational and supportive and consists of the following:

- A. To provide a unique, conservatory style training program for hearing and hearing impaired aspiring actors, singers and dancers.
- B. To explore and present a wide range of theater experience for the enrichment and enjoyment of diversified audiences.
- C. To provide affordable, performing arts programming to underserved and underprivileged youth, adults and communities.
- D. To upwardly impact the comprehension and literacy levels for below standard readers through the use of dramatic literature and competency building techniques.
- E. To provide arts and entertainment career development counseling to make program participants aware of employment and academic resources available to further their interests and career prospects.
- F. To provide at-risk participants with counseling support services should their socio-economic obstacles manifest as obstacles while they are actively involved in RRCTA programs.

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TALLAHASSEE, FLORIDA

G. This organization will aid, support and assist through provision of programming that is funded through acquisition of: gifts; contributions or otherwise; other corporations; community chest(s); funds and foundations organized and operated exclusively for charitable purposes.

H. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

I. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

Section 2.

None of the purposes for which this organization is formed shall be conducted in such a manner as to conflict with the rules and regulations governing non profit organizations and the Statutes and Laws of the State of Florida and any inconsistency in IRS Bulletin #557 and the guidelines for monitoring non-profit organizations which emphasizes doing business in the manner the public expects it to and to not violate the "doctrine" of the organization included in the Articles of Incorporation and the By-Laws to same.

Section 3.

The purposes of this organization will always be stressed and governed by the minutes of the meetings of this organization and by the By-Laws and actions of the Board of Directors.

ARTICLE V: LIMITATION OF CORPORATE POWERS (amended)

Section 1.

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless otherwise or as follows:

Section 2.

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the corporation, shall first make it clear that he or she is representing the corporation. Thereafter, through the entire presentation, he or she shall confine his/her presentation only to those matters that have been properly approved of by the board.

ARTICLE IX: NON-PROFIT PURPOSES ONLY (added)

Section 1.

The corporation is organized exclusively for charitable and educational purposes.

Section 2.

The corporation is not organized nor shall be operated for the primary purpose of generating pecuniary gain or profit.

Section 3.

The corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes.

Section 4.

The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

ARTICLE X: NON-POLITICAL ACTIVITY (added)

Section 1.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

Section 2.

The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XI: DISSOLUTION (added)

Section 1.

Upon dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities shall be redirected to an organization recognized as exempt under section 501 (c)(3) of the Internal Revenue Code of 1986, to be used exclusively for charitable and educational purposes.

Section 2.

If the corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the District in which the corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XII: PRIVATE CORPORATION RESTRICTIONS (added)

Section 1.

In the event that this corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the corporation shall distribute its income for each taxable year at such time and such manner as not to subject it to tax under section 4942 of the Internal Revenue Code.

Section 2.

The Corporation shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code.

Section 3.

The Corporation shall not retain any excess business holdings as defined in section 4943 (3) of the Internal Revenue Code.

Section 4.

The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

Section 5.

The corporation shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE XIII: INDEMNIFICATION (added)

Section 1.

Any person (and their heirs, executors, and administrators of such person(s) made or threatened to be made a party of any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense of settlement of such action, suit or proceeding, or in connection with appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties.

Section 2.

Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XIV: POWERS (added)

Section 1.

The corporation is to have any and all powers to do any and all things necessary to expedite or carry out the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the By-Laws and possess all rights, privileges and immunities to enjoy benefits granted corporations under the laws of the State of Florida provided that only such powers as are in the furtherance of tax exempt purposes of the Articles of Incorporation herein are contemplated.

Section 2.

Reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that, those persons, associations, and corporations are obligated as described in Section 503 of the Code.

Section 3.

Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not have the power to exercise any part, nor shall it directly or indirectly engage in any activity that would prevent it from obtaining exemption from taxation or to lose exempt status as a corporation described, permitted and limited under Section 501 (c)(3) of the Internal Revenue Code of 1986.

SECOND: The date of adoption of the amendment(s) was: Saturday, June 23, 2001

THIRD: Adoption of Amendment

The amendment(s) were adopted by the members and the number of votes cast for the amendment was sufficient for approval.



Signature of President

Christopher Grant
President

June 26, 2001

FILED
01 JUL 30 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA