

**On The Boards
Theatre Company, Inc.**

N00000008067

August 6, 2001

Department of State
Amendment Section
Division of Corporation
P. O. Box 6327
Tallahassee FL 32314

CORPORATION: ON THE BOARDS THEATRE COMPANY, INC.

DOCUMENT NO: N00000008067

Enclosed please find our "Article of Amendment to Articles of Incorporation of On The Boards Theatre Company, Inc."

Also enclosed is our check in the amount of \$43.75, which is for the \$35.00 filing fee and \$8.75 fee for the certified copy of the amendment to be sent to us. Please send the certified copy to:

Linda Wells, Managing Director
On The Boards Theatre Company, Inc.
401 NE 14 Avenue
Fort Lauderdale FL 33301
(954) 523-0506

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Linda Wells

Linda Wells
Managing Director

Enclosures

Amend

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401 NE 14 Avenue
Fort Lauderdale FL 33301

(954) 523-0506
(954) 801-2278

otboards@bellsouth.net

ARTICLE OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ON THE BOARDS THEATRE COMPANY, INC.

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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: Amended:

Article VIII section 1 – Delete the term “stock holders” and replace it with “members”.

Management. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except as may be by statute, or by the articles of incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the members.

Article VIII section 3 – Amend the section to read:

Contracts. The Board of Directors agrees that any director or officer who has a direct or indirect interest in a contract or other transaction, including salary and compensation, presented to the board for authorization or approval shall not vote on, nor use his/her personal influence towards, nor participate in the discussions or deliberations for, such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the board takes action on the contract or transaction.

Added:

Article VIII section 4

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

Article VIII section 5

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes.

Article VIII section 6

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Article VIII section 7

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code of 1986 (or corresponding section of any future Federal tax code).

Article VIII section 8

Upon dissolution of this corporation, assets shall be distribution for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State or Local Government for a public purpose.

SECOND: The date of adoption of the amendments was: August 3, 2001.

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Linda A. Wells

Signature of Managing Director

Linda A. Wells

Managing Director

August 3, 2001

Date