

Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## BASIC AMENDMENT

THE TEMENOS ENSEMBLE THEATER INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 15, 2002

THE TEMENOS ENSEMBLE THEATER INC.  
P.O. BOX 1328  
ORLANDO, FL 32802-1328

SUBJECT: THE TEMENOS ENSEMBLE THEATER INC.  
REF: N00000008432

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H02000036420  
Letter Number: 702A00009520



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 14, 2002

THE TEMENOS ENSEMBLE THEATER INC.  
P.O. BOX 1328  
ORLANDO, FL 32802-1328

SUBJECT: THE TEMENOS ENSEMBLE THEATER INC.  
REF: N00000008432

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DATE IN #2 WAS LEFT BLANK. PLEASE COMPLETE AND RESUBMIT.

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H02000036420  
Letter Number: 202A00009240



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 14, 2002

THE TEMENOS ENSEMBLE THEATER INC.  
P.O. BOX 1328  
ORLANDO, FL 32802-1328

SUBJECT: THE TEMENOS ENSEMBLE THEATER INC.  
REF: N00000008432

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THERE IS SOME CONFUSION ABOUT THE NEW NAME. ON PAGE 1, #1, THE WORD "THE" IS NOT INCLUDED. HOWEVER, IN #3, ARTICLE I, THE CORPORATE NAME INCLUDES "THE". PLEASE MAKE THE SAME.

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H02000036420  
Letter Number: 402A00009187



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 13, 2002

THE TEMENOS ENSEMBLE THEATER INC.  
P.O. BOX 1328  
ORLANDO, FL 32802-1328

SUBJECT: THE TEMENOS ENSEMBLE THEATER INC.  
REF: N00000008432

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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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H02000036420  
Letter Number: 002A00009041

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE TEMENOS ENSEMBLE THEATER INC.**

PURSUANT to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, **THE TEMENOS ENSEMBLE THEATER INC.**, a Florida not for profit corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation.

1. The name of the Corporation is **THE TEMENOS ENSEMBLE THEATER INC.** (the "Corporation"); the date of filing its original Articles of Incorporation with the Secretary of State was December 15, 2000.
2. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors by unanimous written consent dated February 13, 2002, and such consent was sufficient for approval. The Corporation does not have members, and member approval is therefore not required.
3. The original Articles of Incorporation are hereby amended in their entirety to read as follows:

**ARTICLE I**

**NAME**

The name of the Corporation shall be The Temenos Ensemble Theater Inc.

**ARTICLE II**

**DURATION**

The term of the Corporation shall be perpetual.

**ARTICLE III**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's initial principal office is 300 West Church Street, Orlando, Florida 32801. The Corporation's mailing address is P.O. Box 1328, Orlando, Florida 32802-1328. The Board of Directors may from time to time move the principal office to any other address in Florida.

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02 FEB 15 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### REGISTERED OFFICE AND AGENT

The address of the Registered Office of the Corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, and the Registered Agent at such address is F&L Corp.

#### ARTICLE V

##### CORPORATE SEAL

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "CORPORATE SEAL" and "FLORIDA".

#### ARTICLE VI

##### PURPOSE

The purpose for which the Corporation is organized is exclusively for educational, charitable and literary purposes that are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

(1) To enlighten, entertain and stimulate the hearts and minds of the culturally and economically diverse population of the Greater Orlando area through exposure to inexpensive and new works of theater;

(2) To teach the value of self-esteem, self-worth and self-respect through theater.

(3) To provide opportunities for individuals who have acting and theatrical ability to reach their maximum potential in the theater industry through performance and training workshops.

(4) To provide opportunities for underprivileged and terminally ill youth to channel their energy and explore their creativity and acting ability in theater.

(5) To enrich the community environment and its residents lives through theatrical performances.

(6) To help senior citizens experience theater productions free of charge.

In furtherance, but not in limitation of the forgoing purposes, the Corporation shall have the power and authority:

(1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary objects and purposes of this

Corporation; to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the By-laws.

(2) To distribute, in the manner, form and method, and by means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of those objectives and purpose are and shall continue to be impressed with a trust for such purposes.

(3) Each and all of the objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

#### ARTICLE VII

##### MEMBERS

The Corporation shall have no members.

#### ARTICLE VIII

##### LIMITATION

(1) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

(2) The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

(3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, or officers, 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 the purpose set forth above.

#### ARTICLE IX

##### DISSOLUTION

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the By-laws and shall include that:

(1) Upon the dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:



- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions made;
- (b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
- (c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, educational, or scientific organizations (i) which are described in Section 509(a)(1), (2) or (3), and (ii) to which deductible contributions can be made under Section 170(c)(2), 2522(a)(2), as the Board of Directors shall select.

#### ARTICLE X

##### INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the time such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

#### ARTICLE XI

##### BOARD OF DIRECTORS

**Management.** The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than three (3). The Directors shall elect the officers of the Corporation in the manner prescribed in the By-laws. Directors shall be elected in accordance with the By-laws.

The name and address of each Director of the Corporation is as follows:

Arwen Lowbridge  
710 E. Michigan Street, #66  
Orlando, FL 32806

Anissa Crowder-Cichon  
721 Tropic Hill Drive  
Altamonte Springs, FL 32701

Christian Kelty  
710 E. Michigan Street, #66  
Orlando, FL 32806

## ARTICLE XII

### OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such officers as may be provided in the By-laws. The name and address of each Officer of the Corporation is as follows:

Arwen Lowbridge  
President  
710 E. Michigan Street, #66  
Orlando, FL 32806

Christian Kelty  
Vice President  
710 E. Michigan Street, #66  
Orlando, FL 32806

Anissa Crowder-Cichon,  
Secretary/Treasurer  
721 Tropic Hill Drive  
Altamonte Springs, FL 32701

## ARTICLE XIII

### AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation shall be amended in accordance with the By-Laws and provisions of the laws of the State of Florida.

## ARTICLE XIV

### FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31 of each calendar year.

## ARTICLE XV

### TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is Orange County, Florida.

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ARTICLE XVIRULES OF ORDER

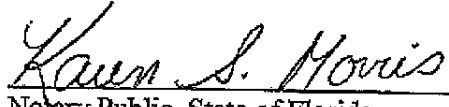
The rules contained in the current edition of the Robert Rules of Order, newly revised, and shall govern all meetings of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, do acknowledge these Articles of Incorporation and accordingly have hereunto set my hand this 13 day of FEB., 2002.

  
ARWEN LOWBRIDGE

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared to me well known to be the person described in the foregoing Articles of Incorporation and acknowledge before me that she subscribed to same.

  
Notary Public, State of Florida  
My Commission Expires:  
(Notary Seal)

## ACCEPTANCE OF APPOINTMENT

BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 17<sup>th</sup> day of February, 2002.

REGISTERED AGENT:

F&amp;L CORP.

By: 

John A. Sanders, As Agent