



**THOMAS J. LONGMAN, P.A.**

*Certified Public Accountants & Consultants*

**TELEPHONE**

**(305) 892-8598**

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**(305) 892-9949**

December 13, 2000

ONE BISCAYNE PLACE

11098 BISCAYNE BLVD.

SUITE 304

MIAMI, FL 33161

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Articles of Incorporation for:  
South Florida Light Opera Company  
Robert R. Tinker  
1342 S.E. 5<sup>th</sup> Court  
Dania Beach, Florida 33004**

**FILED**  
00 DEC 18 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

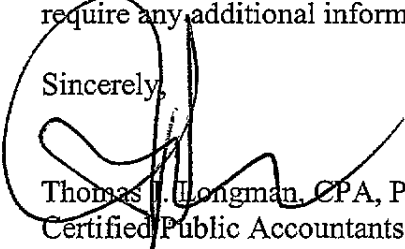
Please find enclosed the Articles of Incorporation for **South Florida Light Opera Company** along with our check in the **amount of \$87.50** to cover the costs for filing and certified copy.

Kindly file the Articles, assign us a charter number and furnish us with a certified copy of the Articles for our records.

Please establish the above named corporation and return certified copy to the undersigned.

Thank you for your prompt attention and assistance in this matter. If you have any questions or require any additional information, please call (305) 892-8598.

Sincerely,

  
Thomas J. Longman, CPA, PA  
Certified Public Accountants and Consultants

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-12/18/00--01115--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Encl.

*asc 12/21*

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH FLORIDA LIGHT OPERA COMPANY**

**FILED**  
00 DEC 18 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**I**

**Name & Principal place of business and mailing address**

**The name of the corporation**, hereinafter called the "Corporation," shall be **SOUTH FLORIDA LIGHT OPERA COMPANY** and its principal place of business shall be **1342 S.E. 5<sup>th</sup> Court, in the City of Dania Beach, Florida.**

**II.**

**Purpose**

A. The purpose for which the Corporation is to be organized are educational, charitable, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The organization may take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the bylaws of the Corporation, or any laws applicable thereto.

\* To perform Gilbert and Sullivan comic operettas and other quality musical theater.

### **III.**

#### **Registered Agent**

The registered office of the Corporation and its registered agent to accept service of process within the State is **Robert R. Tinker, 1342 S.E. 5<sup>th</sup> Court, Dania Beach, Florida 33004.**

### **IV.**

#### **Limitations and Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that of the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the above Article(s) hereof. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations or

more which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

#### **V.**

##### **Term**

This Corporation shall exist perpetually, unless terminated by due process of law.

#### **IV.**

##### **Members**

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

#### **VII.**

##### **Subscribers**

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Robert R. Tinker	1342 S.E. 5 <sup>th</sup> Court Dania Beach, Florida 33004
Jason Duncombe	1342 S.E. 5 <sup>th</sup> Court Dania Beach, Florida 33004
Natan Samvels	3051 N.W. 2 <sup>nd</sup> Street Miami, Florida 33125
Beverly Zaumeyer	1350 River Reach Dr. #405 Ft. Lauderdale, Florida 33315

## **VIII.**

### **Directors**

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successor are elected and have qualified, or until removed, are as follows:

Robert R. Tinker	1342 S.E. 5 <sup>th</sup> Court Dania Beach, Florida 33004
Jason Duncombe	1342 S.E. 5 <sup>th</sup> Court Dania Beach, Florida 33004
Natan Samvels	3051 N.W. 2 <sup>nd</sup> Street Miami, Florida 33125
Beverly Zaumeyer	1350 River Reach Dr. # 405 Ft. Lauderdale, Florida 33315

## **IX.**

### **Officers**

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

## **X.**

### **Bylaws**

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

## **XI.**

### **Amendment**

The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

## **XII.**

### **Defense and Indemnification of Officers and Directors**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and

against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of  
Incorporation this 14<sup>th</sup> day of DECEMBER, 2000

FILED  
00 DEC 18 PM 3:47  
CLERK OF STATE  
TREASURY  
TALLAHASSEE  
FLORIDA

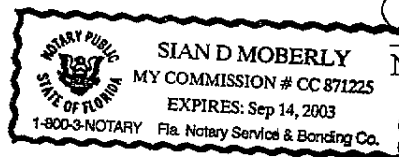
Robert R. Tinker  
Robert R. Tinker  
Executive Director

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, ROBERT R. TINKER who is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, stated and acknowledged before me, that the said Articles are the act and deed of the signer respectively and respectfully, and the facts and matters therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14<sup>th</sup> day of DECEMBER, 2000.

My Commission Expires:



Sian D Moberly  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert R. Tinker  
Robert R. Tinker