

NO10000000575

LAW OFFICES

NICHOLAS F. TSAMOUTALES, P. A.

1900 PALM BAY ROAD, NORTHEAST

SUITE G

PALM BAY, FLORIDA 32905-7538

NICHOLAS F. TSAMOUTALES

GARY B. SACK, OF COUNSEL

TELEPHONE (321) 727-1111

FACSIMILE (321) 727-1655

January 4, 2001

Secretary of State of Florida
Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: BAYSIDE PLAYERS, INC.
A Not-for-Profit Corporation

400003573304--3
-01/24/01--01071--015
*****70.00 *****70.00

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Please approve and file the original and return a copy of this office.

Thank you for your assistance in this matter.

Very truly yours,

Nicholas F. Tsamoutales

/rn
Encls.

Re 1/25/01 ✓

ARTICLES OF INCORPORATION OF

BAYSIDE PLAYERS, INC.,

A Florida Corporation Not for Profit

FILED

01 JAN 24 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, subscribers of these Articles of Incorporation, all natural persons competent to contract, join together to form a not-for-profit corporation under the laws of the State of Florida, and agree to the following conditions of said corporation.

ARTICLE I. NAME

The name of the corporation is **BAYSIDE PLAYERS, INC.**

ARTICLE II. ENABLING LAW

This corporation is organized pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE III. PURPOSES

(a) The specific and primary purpose for which this corporation is organized is to engage in activities to enrich the community's cultural experience through education, presentation of theatrical products, art exhibits, musical performances, children's theatre, outreach and educational opportunities related to theatre, acting, dance recitals, music, and all other performing and visual arts.

(b) This corporation shall conduct seminars, classes, lectures and other activities that will promote the ideals and objectives of the corporation and to disseminate the information and knowledge gained through the efforts of the corporation and its members.

(c) This corporation is organized and operated exclusively for non-profit purposes and no part of any net earnings shall inure to the benefit of any member, director or officer.

(d) This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in sub-paragraphs (a) through (c) of these articles.

(e) This corporation shall have the authority to adopt such by-laws as may be consistent with the purposes enumerated herein and consistent with the Federal laws and the laws of the State of Florida under which this corporation is incorporated.

ARTICLE IV. TERM

This corporation shall have perpetual existence and is organized under a non-stock basis.

ARTICLE V. INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Henry M. "Hank" Simon	481 Topeka Road, SW Palm Bay, FL 32908
Helene K. Simon	481 Topeka Road, SW Palm Bay, FL 32908
James D. Farinet	1972 Trevino Circle Melbourne, FL 32935

Robin L. Farinet	1972 Trevino Circle Melbourne, FL 32935
Elaine A. Hoffman	119 Normandy Place Melbourne Beach, FL 32951
Calvin Lewis Holton III	849 Ontario St., NW Palm Bay, FL 32907
Alfred R. Lutzeier	715 Pequin Ave., NE Palm Bay, FL 32907
Elaine M. Lutzeier	715 Pequin Ave., NE Palm Bay, FL 32907
Victoria Z. Brown	2700 Crooked Antler Drive Melbourne, FL 32934
Doris Ann Giannantonio	1942 Seagrape St., NE Palm Bay, FL 32905
William Barrett	1311 Heberling St., NW Palm Bay, FL 32907
Brian Nemeroff	280 Salmon Drive Palm Bay, FL 32907

ARTICLE VI. MEMBERSHIP

The authorized number of members of this corporation and the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-Laws of this corporation. Any natural person residing in the State of Florida with an interest in facilitating the purposes set forth for establishing this

corporation is qualified to become a member of this corporation upon request for membership for admission through an officer, director or member of the corporation. Any natural person with an interest in the programs provided by this corporation is qualified to participate in the programs of this corporation.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs, managed and conducted by a board of directors. The By-Laws of this corporation may provide for the number of directors to be increased or decreased as set forth in the By-Laws adopted by the members entitled to vote. Directors shall be elected annually by majority vote of the members who vote at such election.

The Directors of this corporation shall be indemnified and immune from liability to the extent set forth, provided and limited in Section 617.0831, Florida Statutes, and the corporation may provide for bonding and insuring board members from and against liability.

The names and residences of the persons constituting the first board of directors who are to act in that capacity until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Helene K. Simon	481 Topeka Road, SW Palm Bay, FL 32908
Victoria Z. Brown	2700 Crooked Antler Drive

Melbourne, Fl 32934

Doris Ann Giannantonio

1942 Seagrape St., NE
Palm Bay, FL 32905

William Barrett

1311 Heberling St., NW
Palm Bay, FL 32907

Dr. Robert Bowman

515 S. A1A Highway
Melbourne Beach, FL 32951

B. Elective Officers. The officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer. Other officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, time, and manner of electing and appointing, the duties of the terms of office, and the manner of removing officers shall be as set forth in the By-Laws. Officers of this corporation shall be indemnified and immune from liability to the extent set forth, provided and limited in Section 617.0831, Florida Statutes, and the corporation may provide for bonding or insuring officers from and against liability.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

PRESIDENT	Calvin Lewis Holton III
VICE PRESIDENT	Alfred R. Lutzeier
SECRETARY	James D. Farinet
TREASURER	Brian L. Nemoroff

C. The address of the corporation's initial principal office in the State of Florida is: 1153 Malabar Road, NW, Suite 18, Palm Bay, FL 32907.

D. The name and address of this corporation's initial registered agent is: Nicholas F. Tsamoutales, 1900 Palm Bay Road, NE, Suite G, Palm Bay, Florida, 32905.

ARTICLE VIII. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate or attend for a fee, and/or concessions are sold, the net proceeds, if any, attributable to such receipt from the general public will be paid over to the treasurer for costs attributable to the operation of this corporation.

ARTICLE IX. BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the board of directors. Such By-Laws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE X. AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors, and then presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3rds) of a quorum of members of the

corporation present at the meeting at which such amendment resolution is considered.

ARTICLE XI. LIMITATION OF PURPOSES FOR
SECTION 501(c)(3) QUALIFICATIONS

This corporation is organized exclusively for social and educational 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 of 1954, or amendments thereto.

ARTICLE XII. RESTRICTION ON DISTRIBUTION
OF EARNINGS; RESTRICTION ON ACTIVITIES

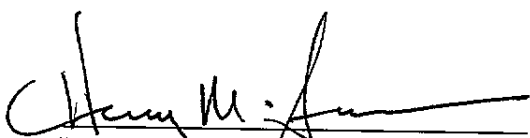
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles III and XII hereof. No substantial part of the activities of the corporation shall be the carrying on or 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or amendments

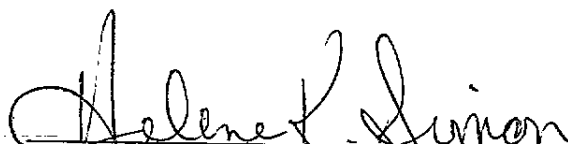
thereof, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or amendments thereto.

ARTICLE XIII. DISPOSITION OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for social and educational purposes, as shall at the time qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or amendments thereto, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, and such disposition exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed these Articles of Incorporation this 4th day of January, ~~2000~~ 2001.


Henry M. "Hank" Simon


Helene K. Simon

James D. Farinet
James D. Farinet

Calvin Lewis Holton III
Calvin Lewis Holton III

Elaine M. Lutzeier
Elaine M. Lutzeier

Doris Ann Giannantonio
Doris Ann Giannantonio

Brian Nemeroff
Brian Nemeroff

Robin L. Farinet a/k/a Roberta L. Farinet
Robin L. Farinet a/k/a Roberta L. Farinet

Alfred R. Lutzeier
Alfred R. Lutzeier

Victoria Z. Brown
Victoria Z. Brown

William Barrett
William Barrett

Elaine A. Hoffman
Elaine A. Hoffman

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 4th
day of January, 2000, by Henry M. "Hank" Simon, Helene K. Simon,
James D. Farinet, Robin L. Farinet, Calvin Lewis Holton III, Alfred R.
Lutzeier, Elaine M. Lutzeier, Victoria Z. Brown, Doris Ann Giannantonio,
William Barrett, Elaine A. Hoffman and Brian Nemeroff, who are
personally known to me or who produced FL Drivers Licenses
as identification.

Ruth A. Napier
Ruth A. Napier, NOTARY PUBLIC
Commission Expires: 10/30/02
Commission Number: CC 781680

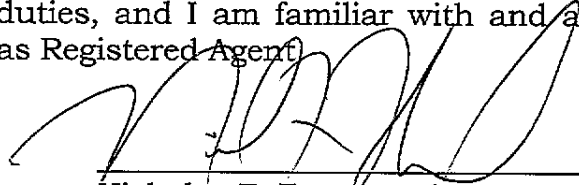


Ruth A. Napier
Commission # CC 781680
Expires OCT. 30, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Acceptance by Registered Agent

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of incorporation, I hereby accept the appointment as

Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent)



Nicholas F. Tsamoutales
1900 Palm Bay Rd., NE, Suite G
Palm Bay, FL 32905
321-727-1111

Date: 1-04-2001

FILED
01 JAN 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA