



ACCOUNT NO. : 072100000032

REFERENCE : 977557 80749A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 25 PM 1:33

ORDER DATE : January 25, 2001

ORDER TIME : 11:25 AM

ORDER NO. : 977557-005

CUSTOMER NO: 80749A

000003574720--3

CUSTOMER: Robert C. Sifrit, Esq
Farr Farr Emerich Sifrit And
Hackett, P.A.
2315 Aaron Street
Port Charlotte, FL 33952

DOMESTIC FILING

NAME: CHARLOTTE PERFORMING ARTS
CENTER SOCIETY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116
EXAMINER'S INITIALS:

RECEIVED
01 JAN 25 PM 1:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
CHARLOTTE PERFORMING ARTS CENTER SOCIETY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 25 PM 1:33

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE
NAME AND ADDRESS

The name of this corporation shall be **CHARLOTTE PERFORMING ARTS CENTER SOCIETY, INC.**

The address of the principal office of this corporation is: KOCH & COMPANY, P.A., c/o REXFORD R. KOCH, CPA, 252 W. Olympia Avenue, Punta Gorda, Florida 33950; and its mailing address is: Charlotte Performing Arts Center Society, 252 W. Olympia Avenue, Punta Gorda, Florida 33950

ARTICLE TWO
PURPOSE

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (2000).

(a) The specific and primary purposes for which this corporation is formed are as follows:

- (1) To promote the advancement of the performing arts in Charlotte County by supporting dramatic, theatrical, and musical programs that will enrich the educational experience of Charlotte County students and enhance the quality of life for all residents.
- (2) To provide organizational structure to support the activities and financial need of the Charlotte Performing Arts Building.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501 subdivision (c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.

(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, (2000 Supp.), provided, however, that this

corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(k) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE THREE
REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered office of the corporation is as follows:

Farr, Farr Emerich, Sifrit, Hackett and Carr, P.A.
Robert C. Sifrit
2315 Aaron Street
Post Office Box 2159
Port Charlotte, Florida 33951

The name of its initial registered agent at such address is Robert C. Sifrit.

ARTICLE FOUR
TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE
QUALIFICATIONS OF MEMBERS

The qualifications of members and the manner of admitting members shall be as follows: Each individual or legal entity who is nominated by a member and who is accepted for membership by an admissions committee, appointed for that purpose by the President, shall upon the payment of dues as provided for in the Bylaws of this corporation be a member for the calendar year in which the contribution was made and succeeding years upon the payment of membership dues as provided for in the Bylaws of the corporation. Each member of the corporation shall be entitled to one vote at all membership meetings. The Bylaws may provide for honorary membership for individuals who do not qualify for membership in the corporation but who are deemed worthy of such office by the Board of Directors who are authorized to appoint honorary members.

ARTICLE SIX
SUBSCRIBERS TO CORPORATION

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

NAME	ADDRESS
David M. Klein, MD	713 E. Marion Avenue #204 Punta Gorda, Florida 33950
Ann Kelly Gateff	27406 Misty Avenue Punta Gorda, Florida 33982
Rexford R. Koch, CPA	252 W. Olympia Avenue Punta Gorda, Florida 33950
Bill Dryburgh	101 Taylor Street Punta Gorda, Florida 33950

ARTICLE SEVEN BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the Bylaws of the corporation from time to time. The Board of Directors annually shall elect from among the membership of said Board a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be established and provided for in the Bylaws.

ARTICLE EIGHT COMMITTEES

The Bylaws of the corporation may from time to time establish committees as well as their powers and duties. The Bylaws may further establish procedures for the election or appointment of members to the committees established therein.

ARTICLE NINE NAMES OF OFFICERS

The Bylaws of this corporation may from time to time establish offices of the corporation, as well as their powers and duties. The Bylaws may from time to time fix and establish procedures for elections to fill the offices established therein. The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are the following:

President	David M. Klein, MD
Vice President	Ann Kelly Gateff
Secretary	Bill Dryburgh
Treasurer	Rexford R. Koch, CPA

ARTICLE TEN
NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be NUMBER, and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

NAME	ADDRESS
David M. Klein, MD	713 E. Marion Avenue #204 Punta Gorda, Florida 33950
Ann Kelly Gateff	27406 Misty Avenue Punta Gorda, Florida 33982
Rexford R. Koch, CPA	252 W. Olympia Avenue Punta Gorda, Florida 33950
Bill Dryburgh	101 Taylor Street Punta Gorda, Florida 33950

ARTICLE ELEVEN
BYLAWS

The Board of Directors shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation.

ARTICLE TWELVE
AMENDMENTS

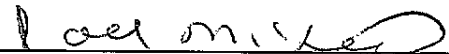
The Board of Directors of this corporation have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

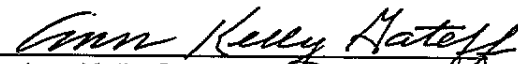
ARTICLE THIRTEEN
DISTRIBUTION OF ASSETS ON DISSOLUTION

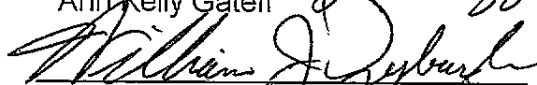
This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable and/or scientific purposes and which has

established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this 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 county in which this corporation's principal office is located, on petition therefor by any one of the last Board of Directors.

We, the undersigned, constituting the incorporators of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 23 day of January, 2000.


David M. Klein, MD


Ann Kelly Gateff


Bill Dryburgh


Rexford R. Koch, CPA

01 JAN 25 PM 1:33

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **CHARLOTTE PERFORMING ARTS CENTER SOCIETY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

ROBERT C. SIFRIT

located at 2315 Aaron Street, Post Office Box 2159, Port Charlotte, Florida 33949, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

CHARLOTTE PERFORMING ARTS CENTER SOCIETY, INC.

By: David M. Klein, MD, President
David M. Klein, MD, President

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Robert C. Sifrit
Registered Agent