

NO10000001881

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Live Arts Peninsula
Foundation, Inc.

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X

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

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Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

FILED
01 MAR 6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 MAR 16 AM 11:57
DIVISION OF CORPORATION

Feb 3/16
(3)

Signature _____

Requested by: KC

3/16

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
FOR
THE LIVEARTS PENINSULA FOUNDATION, INC.**

FILED
07 MAR 16 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, all being 18 years of age or older, hereby form a nonstock corporation, subject to the requirements of the general laws of the State of Florida, as hereafter mentioned; and, to that end, we do, by these Articles of Incorporation, set forth as follows:

**ARTICLE I
Name**

The name of the Corporation is "The LiveArts Peninsula Foundation, Inc."

**ARTICLE II
Principal Office**

The principal office of the Corporation shall be located at 10 Fifth Ave. N., Suite 204, St. Petersburg, FL 33701. The mailing address of the Corporation shall also be 10 Fifth Ave. N., Suite 204, St. Petersburg, FL 33701.

**ARTICLE III
Purpose**

The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers

contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Law), or as shall in the opinion of the Board of Directors jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law); to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Code of Florida for scientific, educational, literary and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution statements) any political campaign on behalf of, or in opposition to, 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the educational, literary and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article 4 are the following:

- (1) To preserve and celebrate Florida and Tampa Bay's heritage, and to provide artistic, cultural, historical and educational enrichment through the support of community artists and organizations and productions of original theater projects.

- (2) To revive *Webb's City, The Musical* on a recurring basis, the Foundation intends as well to create and promote other theater events of special interest and value to the Tampa Bay community.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any others or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE IV Management by Directors

The affairs of the Corporation shall be managed by a Board of Directors, the number of which shall not be less than 21; and the exact number shall be fixed by the bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

ARTICLE V Registered Agent and Office

The initial registered agent of the Corporation and the initial registered office of the Corporation are:

J. Baird Lefter
Lefter, Cushman & Wilkinson
696 First Ave. N., Suite 201
St. Petersburg, FL 33701

ARTICLE VI

Incorporators

The names and addresses of the Incorporators executing these Articles of Incorporation is:

J. Baird Lefter
Lefter, Cushman & Wilkinson
696 First Ave. N., Suite 201
St. Petersburg, FL 33701

Mr. Ward Curtis
President, The United Financial Companies
333 Third Avenue North
St. Petersburg, FL 33701

Ms. Angela Bond
2443 66th Ave. S.
St. Petersburg, FL 33712

Mr. Lee Ahlin
1009 East Henry Avenue
Tampa, FL 33604

Ms. Cheryl Lee Jorgensen
365 2nd St. W.
Tierra Verde, FL 33715

Mr. Bill Leavengood
2636 64th Place N.
St. Petersburg, FL 33702

Ms. Diana Leavengood
2636 64th Place N.
St. Petersburg, FL 33702

Mr. Sean Manning
3618 El Centro Street
St. Pete Beach, FL 33706

Ms. Michele Routh
Original Producer, Webb's City,
The Musical
Pinellas Millennium/SPJC
P. O. Box 13489
St. Petersburg, FL 33733

Mr. David Rowell
Executive Director
Mahaffey Theater Foundation
400 First Street South
St. Petersburg, Florida 33701

ARTICLE VII

Non-Profit Corporation

The Corporation is not organized for profit, but is organized pursuant to the General Non-Profit Corporation Law of the State of Florida, Chapter 617, Florida Statutes. This Corporation shall have no capital stock and shall not be authorized to issue capital stock.

ARTICLE VIII
Perpetual Existence

This Corporation shall have perpetual existence.

ARTICLE IX
No Members

This corporation shall have no members.

ARTICLE X
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 the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

ARTICLE XI
Bylaws

The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and severally acknowledge the same to be our act.

11/8/00
Date

J. Baird Lefter
J. Baird Lefter

11/9/00
Date

Lee Ahlin
Mr. Lee Ahlin

11/9/00
Date

Angela Bond
Ms. Angela Bond

11/8/00
Date

Ward Curtis
Mr. Ward Curtis

11/8/00
Date

Cheryl Lee Jorgensen
Ms. Cheryl Lee Jorgensen

11/8/00
Date

Bill Leavengood
Mr. Bill Leavengood

11-8-00
Date

Diana Leavengood
Ms. Diana Leavengood

11-8-00
Date

Sean Manning
Mr. Sean Manning

11/8/00
Date

Michele Routh
Ms. Michele Routh

11/9/00
Date

David Rowell
Mr. David Rowell

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared J. BAIRD LEFTER known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 8th day of November, 2000.

Elaine Harris Clarson

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

ELAINE HARRIS CLARSON

Typed or Printed Name of Notary Public

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)



Elaine Harris Clarson

My Commission CC877047

Expires December 3, 2003

BEFORE ME, the undersigned authority, this day personally appeared LEE AHLIN known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 9th day of November, 2000.

Karen J. Bosch

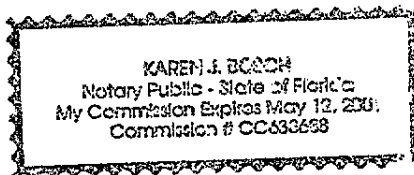
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

KAREN J. BOSCH

Typed or Printed Name of Notary Public

My Commission Expires:



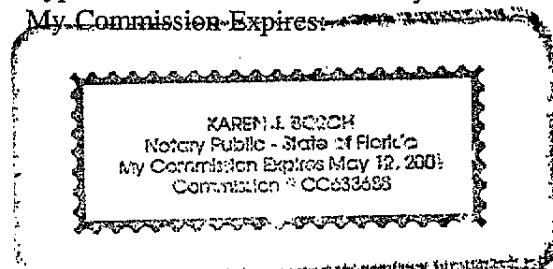
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared ANGELA BOND known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 9th day of November, 2000.

Karen J. Bosch
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

KAREN J. Bosch
Typed or Printed Name of Notary Public
My Commission Expires:



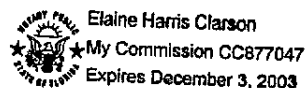
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared WARD CURTIS known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 8th day of November, 2000.

Elaine Harris Clarkson
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Elaine Harris Clarkson
Typed or Printed Name of Notary Public
My Commission Expires:



STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared CHERYL LEE JORGENSEN known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 8TH day of November, 2000.

Elaine Harris Clarson

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

Elaine Harris Clarson

Typed or Printed Name of Notary Public

My Commission Expires:



Elaine Harris Clarson

My Commission CC877047

Expires December 3, 2003

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared BILL LEAVENGOOD known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 8TH day of November, 2000.

Elaine Harris Clarson

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

Elaine Harris Clarson

Typed or Printed Name of Notary Public

My Commission Expires:



Elaine Harris Clarson

My Commission CC877047

Expires December 3, 2003

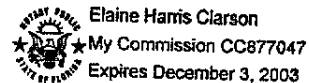
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared DIANA LEAVENGOOD known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 8TH day of November, 2000.

Elaine Harris Clarson
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Elaine Harris Clarson
Typed or Printed Name of Notary Public
My Commission Expires:



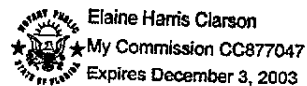
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared SEAN MANNING known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 8TH day of November, 2000.

Elaine Harris Clarson
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Elaine Harris Clarson
Typed or Printed Name of Notary Public
My Commission Expires:



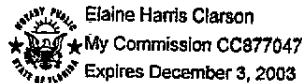
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared MICHELE ROUTH known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 8th day of November, 2000.

Elaine Harris Clarson
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ELAINE HARRIS CLARSON
Typed or Printed Name of Notary Public
My Commission Expires:



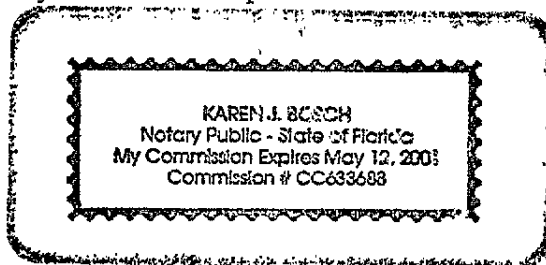
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared DAVID ROWELL known to me to be one of the individuals who executed the foregoing Articles of Incorporation, who, being first duly sworn by me, says that the matters set forth in said Articles of Incorporation are true.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 9th day of November, 2000.

Karen J. Bosch
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

KAREN J. BOSCH
Typed or Printed Name of Notary Public
My Commission Expires:



DESIGNATION OF RESIDENT AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

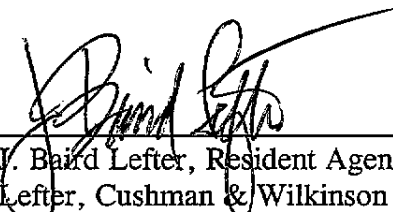
First, that The LiveArts Peninsula Foundation, Inc. desiring to organize under the laws of the State of Florida, has named J. Baird Lefter, Esquire, located at 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation not for profit, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Date

3/16/01


J. Baird Lefter, Resident Agent
Lefter, Cushman & Wilkinson
696 First Ave. N., Suite 201
St. Petersburg, FL 33701

FILED
01 MAR 16 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA