

N01000003126

GARDNER, SHELFER, DUGGAR, BIST & WIENER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

1300 THOMASWOOD DRIVE

TALLAHASSEE, FLORIDA 32312

CHARLES R. GARDNER
JAMES O. SHELFER*
ELAINE N. DUGGAR, P.A.**
MICHAEL P. BIST
BRUCE I. WIENER
CURTIS B. HUNTER
GARVIN B. BOWDEN

TELEPHONE
(850) 385-0070

TELECOPIER
(850) 385-5416
(850) 422-3173

*BOARD CERTIFIED
REAL ESTATE LAWYER
**BOARD CERTIFIED
MARITAL AND FAMILY LAWYER
FELLOW, AMERICAN ACADEMY OF
MATRIMONIAL LAWYERS
PRACTICING AS A PROFESSIONAL ASSOCIATION

May 2, 2001

TRANSMITTAL LETTER

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

SUBJECT: Young Actors Theatre Foundation, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for filing fee.

If you have any questions, please contact me.

Sincerely,

Jo-Lyn Palmer
Legal Assistant to
Bruce I. Wiener

W01-9979

FILED
01 MAY - 2 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jo-Lyn GAVE
AUTHORIZATION BY PHONE TO
CORRECT Manner of Elect.
DATE 5/3/01
SOC. EXAM Jo-Lyn

DIVISION OF CORPORATION

01 MAY - 2 PM 2:00

RECEIVED

800004132378--5
-05/02/01--01074--001
*****70.00 *****70.00

J. BRYAN MAY - 2 2001

J. BRYAN MAY - 3 2001

6

**ARTICLES OF INCORPORATION
OF
YOUNG ACTORS THEATRE FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **Young Actors Theatre Foundation, Inc.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 609 Glenview Drive, Tallahassee, Florida 32303 and P.O. Box 1553, Tallahassee, Florida 32303, respectively.

ARTICLE III

PURPOSES

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

FILED
01 MAY -2 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

NO PERSONAL BENEFIT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The affairs of the corporation shall be managed and governed by a Board of Directors consisting of at least three (3) directors. The number of directors may be changed by amendment of the bylaws of the corporation. The names and addresses of the individuals who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Gil David Ziffer	1252 Conservancy Drive, East, Tallahassee, Florida 32312
Kathleen B. Atkins	1424 Vieux Carre Drive, Tallahassee, Florida 32308
Judy B. Pate	232 N. Rosehill Drive, Tallahassee, Florida 32312
Michael Pate	232 N. Rosehill Drive, Tallahassee, Florida 32312
Cristina Williams	916 Brookwood Drive, Tallahassee, Florida 32308

Directors are elected in accordance with bylaws.

ARTICLE VI

LIMITATION OF CORPORATION POWERS AND PROHIBITED ACTS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes (2000), as amended from time to time. In particular, however, 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

publishing or distribution of any statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions in these Articles of Incorporation, the corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is Frederick Carroll, III, 2640-A Mitcham Drive, Tallahassee, Florida 32308.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

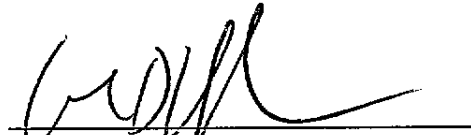
ARTICLE IX

INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are as follows:

Name	Address
Gil David Ziffer	1252 Conservancy Drive, East, Tallahassee, Florida 32312

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of April, 2001.

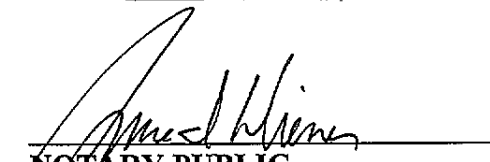


Gil David Ziffer, Incorporator

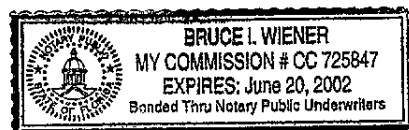
**STATE OF FLORIDA,
COUNTY OF LEON.**

BEFORE ME, the undersigned authority, personally appeared **Gil David Ziffer** who first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal on this 30th day of April, 2001.



NOTARY PUBLIC
My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE


PURSUANT TO SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Young Actors Theatre Foundation, Inc.
2. The name and address of the registered agent and office are:

Frederick Carroll, III
2640-A Mitcham Drive
Tallahassee, Florida 32308

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

Date: 4-30-01


Frederick Carroll, III

FILED
01 MAY -2 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA