

NO1000006590

TRANSMITTAL LETTER

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

200004568682--9  
-09/04/01--01121--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Tom Chapman's Acting School, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FILED  
01 SEP 14 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM: Tom Chapman  
Name (Printed or Typed)

6450 West Appian Street  
Address

Homosassa, FL 34446  
City, State & Zip

352.628-6743  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Vol 20839  
9/11/01



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 7, 2001

TOM CHAPMAN  
6450 W APPIAN ST  
HOMOSASSA, FL 34446

SUBJECT: TOM CHAPMAN'S ACTING SCHOOL  
Ref. Number: W01000020839

We have received your document for TOM CHAPMAN'S ACTING SCHOOL and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please advise by whom the directors are appointed or elected. (members, officers, incorporator, registered agents)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 601A00050493

FILED

ARTICLES OF INCORPORATION

01 SEP 14 PM 2:27

OF

TOM CHAPMAN'S ACTING SCHOOL, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That I(We), the undersigned, desiring to form a Non-Profit Corporation under and pursuant to the laws of the State of Florida, and for that purpose, do hereby adopt these Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation is Tom Chapman's Acting School, Inc.

ARTICLE II

PRINCIPAL OFFICE: The principal office of this corporation is to be located at: 9339 Denton Ave., Building #1, Unit 13, Hudson, County of Pasco, State of Florida, and may transact its business and maintain offices for such purposes at such other places either within or without the State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all business for which non-profit corporation may be incorporated under the laws of this State, as they may be amended from time to time, except that said corporation is organized exclusively for Non-Profit purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue laws.

ARTICLE IV

SPECIFIC BUSINESS: The specific business for which this corporation is organized and intends actually to conduct in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct, are as follows: Thru the betterment of mankind, by development of the arts for the purpose of educating of the arts of acting and its related fields within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organization under said Section 501(c)(3), or the corresponding provisions of any future United States Internal Revenue Laws.

## ARTICLE V

INCORPORATOR: The name and address of the Incorporator of this corporation is:

TOM CHAPMAN

9339 Denton Ave.Blg#1,Unit# 13  
Hudson, Fl. 34667

## ARTICLE VI

BOARD OF DIRECTORS: The business and affairs of this corporation shall be conducted by a Board of Directors who shall be elected or appointed by the lawful quorum of directors or officers, listed below and in the Bylaws. Numbering not less than 3, nor more than 10 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. the board of directors may fill any vacancy which may occur on the board of directors pending the next annual meeting of either the members, if a membership non-profit corporation, or the board of directors, if a non-membership or limited membership non-profit corporation. The person(s) appointed to serve on the board of directors may be appointed to serve as directors for any term of years, not to exceed 5 years, which said term shall commence the date of appointment unless otherwise designated by the board of directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The board of directors may, by proper resolution or resolutions passed by a lawfull quorum of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions, or in the Bylaws, shall have and may exercise those powers so designated in the resolution or resolutions, or in the Bylaws, on the management of the activities and affairs of the corporation, and may have the power to authorize the Seal of the corporation to be fixed to all papers, documents or writings which may require it, and such committee or committees shall have such name or names as may be stated in the Bylaws, or as may be determined from time to time by resolution adopted by the board of directors. The board of directors may elect such officers of the corporation as the Bylaws may specify, who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The board of directors is authorized to make, adopt, alter or repeal the bylaws of this corporation, or any article therein, provided such authority and power is not vested and reserved to members of the corporation, if applicable. The names and addresses of the persons who are appointed to serve as directors of this corporation until the First Annual Meeting of the Board of Directors, or until their successors are elected and qualified, are:

TOM CHAPMAN

9339 Denton Ave,Blg.#1,Unit #13  
Hudson, Fl., 34667

CYNTHIA VALENCA      6450 W APPIAN ST  
                         HOMASASSA FL, 34446

BALI VALENTINO      6450 W APPIAN ST  
                         HOMASASSA FL, 34446

#### ARTICLE VII

LIMITATIONS: No part of the net earnings of the corporation shall insure 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 the furtherance of the purposes set forth in Article IV 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 publishing or distribution of statements) any political campaigns on behalf of any candidate for public office. Notwithstanding, any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VIII

DISSOLUTION: In the event of a dissolution of this corporation, any assets remaining after Payment to creditors, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government for public purposes. Any such assets not so disposed of, shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX

PRIVATE PROPERTY: The private property of the directors, members, if any, officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

#### ARTICLE X

INDEMNIFICATION: The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurrent by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or

her being, or have been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties, or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.

#### ARTICLE XI

DIRECTOR'S LIABILITY: No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely: (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as "Director Conflicts Of Interest".

#### ARTICLE XIII

ANNUAL MEETING: The annual meeting of the Board of Director is to be held at a place either within or without this State as fixed by the Bylaws.

#### ARTICLE XIII

DURATION: The existance of this corporation shall be perpetual unless sooner terminated as provided for by law.

#### ARTICLE XIV

NON-MEMEBERSHIP PROVISIONS: The corporations shall not be a membership corporation with members, unless by a two-thirds vote of the Board of Directors, these Articles of Incorporation are so amended to change this corporation from a non-membership to a membership corporation with members.

#### ARTICLE XV

NOTICE OF NONDISCRIMINATORY POLICY: Notice of nondiscriminatory policy as to students. Tom Chapman's Acting School, Inc. admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE XVI

FISCAL YEAR: the fiscal year of the corporation shall end on Sept 15th, of each year.

ARTICLE XVII

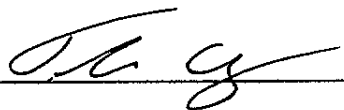
STATUTORY(RESIDENT)(REGISTERED)AGENT: The name and address of the initial Statutory(Resident)(Registered)Agent of this corporation is: Tom Chapman

IN WITNESS WHEREOF, I(WE) have set my(our) hand(s) this 13 day of August 2001.

  
Incorporator

The undersigned incorporator has executed these Articles of Incorporation this 13 day of August, 2001

Signature of Incorporator



Tom Chapman  
Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

01 SEP 14 PM 2:27

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF 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:

Tom Chapman's Acting School, INC.  
(must include suffix)

2. The name and address of the registered agent and office is:

Tom Chapman  
(NAME)

6450 W. Appian Street  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Homosassa, FL 34446  
(CITY/STATE/ZIP)

*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 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.*

  
(SIGNATURE)

8-13-01  
(DATE)