

TRANSMITTAL LETTER

NO2000000016 **FILED**

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

JAN-8 AM 8:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBJECT: Acting Up, 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Megan Phifer

Name (Printed or typed)

106 N. 6th St

Address

Jacksonville Beach, FL 32250

City, State & Zip

904)249-0289

Daytime Telephone number

400004780494--3
 -01/09/02--01002--009
 *****78.75 *****78.75

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

J. BRYAN JAN - 9 2002

FILED
02 JAN -8 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF ACTING UP, INC. a Florida Not for Profit Corporation

The undersigned persons, acting as incorporators of a not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is Acting Up, Inc. The principal address of the corporation shall be 137 10th Street, Atlantic Beach, Florida 32233.

ARTICLE II

The corporation shall have a perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The general purpose for which this corporation is formed is to add a cultural asset to the community. To provide a venue for education and production of live theatre. To offer the community live entertainment suitable for families. To teach an appreciation for the arts via personal experience. To build audiences of the future by reaching the youth of today. To provide "hands-on" production experience for all ages. To offer an educational outreach through the medium of live theatre. The Corporation qualifies as an exempt corporation under Section 501(C) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under the Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The corporation may elect to have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 137 10th St., City of Atlantic Beach, County of Duval, State of Florida. The name of its initial registered agent at such address is Roger A. Lowe.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a one year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 9:00 p.m. on the second Thursday of July of each year at the principal office of the corporation, or at such other date or place or as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

ARTICLE VII

Roger A. Lowe

137 10th Street
Atlantic Beach, FL 32233

Michael Phifer

1112 Colombo St.
Jacksonville, FL 32207

Marie MacDonald 690 Plaza Drive
Atlantic Beach, FL 32233

The name and address of the incorporator is:

Roger A. Lowe 137 10th Street
Atlantic Beach, FL 32233

ARTICLE VIII

The board of directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors.

Until such election is held, the following persons shall serve as corporate officers:

Roger A. Lowe	President
Michael Phifer	Vice President
Marie MacDonald	Secretary/Treasurer

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to the corporation's mission: (as stated in Article III), and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof.

ARTICLE XI

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund,

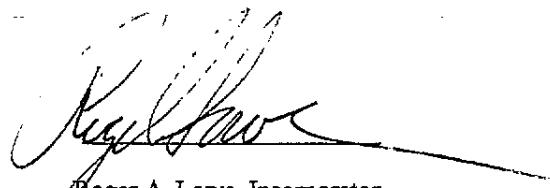
foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation this

4th day of January 2002

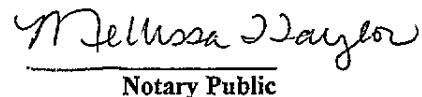


Roger A. Lowe, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

The forgoing instrument was acknowledged before me this 4th day of Jan 2002, by
Roger A. Lowe, who are personally known to me or who have produced Drivers License
as identification

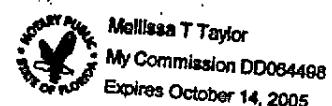
L00D.721.52.190.0



Notary Public

Commission Expires:

No. 10.14.05

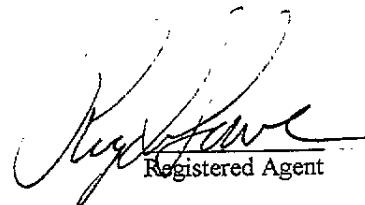


ACKNOWLEDGEMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE XI hereof, has executed the following acknowledgement

accepting said office and agreeing to comply with the provision of Chapter 49.091, Florida Statutes:

I, Roger A. Lowe, having been named to accept service to process for the above stated Corporation, at the place designated in ARTICLE XI hereof, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Registered Agent

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 4th day of Jan 2002, by Roger Lowe, who are personally known to me or who have produced Drivers License as identification

L 000.721.52.190.0



Notary Public

Commission Expire :
No. 10.14.05



Melissa T Taylor
My Commission #D06445
Expires October 14, 2005

02 JAN -08 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
F I L E D