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**KRIEGER & FARLEY**  
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JACK KRIEGER, P.A.

THOMAS K. FARLEY, P.A.

OFFICE LOCATION:  
1514 S.E. PORT ST. LUCIE BOULEVARD  
PORT ST. LUCIE, FLORIDA 34952  
FAX (561) 337-3103

January 25, 2002

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

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-01/29/02--01028--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **SHILOH THEATRICAL PRODUCTIONS, INC.**  
Our File No.: 02-017

Dear Sir/Madam:

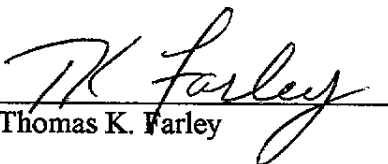
In connection with above-captioned matter, please find enclosed an original and one copy of Articles of Incorporation. Also enclosed is our firm's check in the amount of \$78.75 representing your filing fees.

If you have any questions or concerns, please contact the undersigned.

Very truly yours,

**KRIEGER & FARLEY**

By:

  
Thomas K. Farley

TKF/bp

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SHILOH THEATRICAL PRODUCTIONS, INC.**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**

**NAME**

The name of this corporation shall be SHILOH THEATRICAL PRODUCTIONS, INC.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE III**

**PURPOSE**

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TALLAHASSEE, FLORIDA  
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A. This corporation is organized exclusively for charitable, scientific, literary and/or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor section) and for the additional purposes of:

1. Producing theatrical productions for the community of the Treasure Coast of Florida;
2. Organizing and administering theatrical education programs for school-age children;
3. Training adults and children in the theatre arts including, but not limited to, acting, musical performance, set design and construction, costuming, and make-up.

B. Notwithstanding any other provision contained in these Articles of Incorporation, this corporation shall not conduct any other activities not permitted to be carried on by an organization

exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or successor section).

C. Notwithstanding any other provision contained in these Articles of Incorporation, no substantial part of the corporation's activities shall consist of attempting to influence legislation by propaganda, or otherwise attempting to influence legislation in any fashion not permitted under applicable Treasury Regulations. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and shall further comply with the requirements of all applicable Treasury Regulations.

D. This corporation, not for profit, shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, or to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

E. This corporation, not for profit, may conduct and transact any activity lawfully authorized and not prohibited by Chapter 617, Florida Statutes, entitled "The Florida not For Profit Corporation Act," as the same may be, from time to time, amended.

#### ARTICLE IV

#### MEMBERSHIP

This corporation is authorized to issue membership in this corporation as authorized in Section 617.0601 of the Florida Statutes. The qualifications for members and the manner of their admission will be regulated by the Bylaws of the Corporation.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

3003 NE Ivy Lane  
Jensen Beach, FL 34957

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1514 SE Port St. Lucie Boulevard  
Port St. Lucie, FL 34952

The name of the initial registered agent of this corporation at that address is:

THOMAS K. FARLEY

ARTICLE VII

DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than three (3). The qualifications of members of the Board of Directors and the manner of their election will be prescribed by the By-Laws of the corporation. The names and addresses of the initial directors of this corporation are:

1. James R. Jackson  
3003 NE Ivy Lane  
Jensen Beach, FL 34957
2. Mary Dawson  
6014 SW Mapp Road  
Palm City, FL 34990
3. Thomas K. Farley  
1514 SE Port St. Lucie Boulevard  
Port St. Lucie, FL 34952

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

Thomas K. Farley  
1514 SE Port St. Lucie Boulevard  
Port St. Lucie, FL 34952

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the members and approved at a members meeting by at least a majority of the membership entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

EFFECTIVE DATE

The effective date of this corporation shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE XI

LIMITATION ON DISTRIBUTION OF CORPORATE ASSETS  
AND NET EARNINGS

A. No part of the corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, members, officers or other private individuals as prescribed in applicable Treasury Regulations, provided, however, the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

B. In the event of the corporation's dissolution, the corporation's residual assets will be (i) distributed for one or more exempt purposes for which this corporation was organized; (ii) turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or successor sections); or (iii) distribute to Federal, State, or local government exclusively for public purposes.

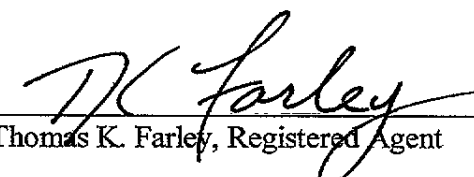
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of January, 2002.

  
Thomas K. Farley

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, THOMAS K. FARLEY, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 25<sup>th</sup> day of January, 2002.

  
Thomas K. Farley, Registered Agent

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TALLAHASSEE, FLORIDA  
02 JAN 29 PM 12:08