

Division of Corporations

NO2000000 4879

FILED
Page 1 of 2
02 SEP 27 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDAFlorida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000205157 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From: GAIL S. ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA NON-PROFIT CORPORATION

ORLANDO THEATRE COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	85/6
Estimated Charge	\$78.75

9-30-02

FILED
H02000205157 9
02 SEP 27 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ORLANDO THEATRE COMPANY
(A FLORIDA CORPORATION NOT FOR PROFIT)

The undersigned, acting as incorporator of ORLANDO THEATRE COMPANY (the "Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

ARTICLE I

NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be ORLANDO THEATRE COMPANY. The mailing address of the Corporation is, and its principal office shall be located at, 215 North Eola Drive, Orlando, Florida 32801.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent for the Corporation shall be James F. Heckin, Jr.

ARTICLE III

PURPOSES

The purposes of the Corporation shall as follows:

- A. To produce periodically worthy plays, thereby stimulating interest in drama and theatre; and

H02000205157 9

- B. To actively support and promote the University of Central Florida ("UCF") Theater programs; and
- C. To raise and maintain funds for the use and benefit of the Corporation's purposes;
- D. Any other lawful purpose under the laws of the State of Florida for which a non-profit corporation may be formed.

Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

H02000205157 9

H02000205157 9

ARTICLE IV

POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617 of Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V

MEMBERSHIP

The terms and conditions regulating membership in the Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE VI

TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this Corporation are as follows:

James F. Heekin, Jr. 215 North Eola Drive
Orlando, Florida 32801

H02000205157 9

ARTICLE VIIIBOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial director are as follows:

James F. Hockin, Jr.	215 North Eola Drive Orlando, Florida 32801
Cinda Farren	215 North Eola Drive Orlando, Florida 32801
Gail S. Andre'	215 North Eola Drive Orlando, Florida 32801

ARTICLE IXDEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

FILED
H02000205157 9
02 SEP 27 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI

AMENDMENT OF ARTICLES

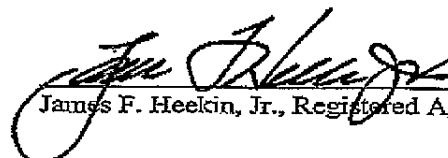
These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 27th day of September, 2002, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


James F. Heekin, Jr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ORLANDO THEATRE COMPANY.


James F. Heekin, Jr., Registered Agent