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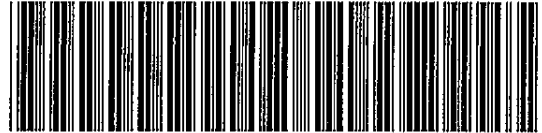
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**ORBIT THEATRE, INC**  
**P.O. BOX 881223**  
**PORT ST. LUCIE, FL 34988-1223**  
**772-879-7529**

Ms. Anna Chestnut  
State of Florida  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

October 23, 2002

RE: Doc # N02000005940

Dear Ms Chestnut,

As per our conversation this morning, enclosed please find the Restated and Amended Articles of Incorporation for Orbit Theatre, Inc.. The IRS has requested that they be amended to address certain criteria for a 501©(3) designation. Please forward a certified copy to the above PO Box. The deadline to return the Articles to the IRS is November 6, 2002. Anything you can do to help us meet that date is greatly appreciated.

In addition, please add our EIN to our file. EIN #56-2284975 and change our mailing address to PO Box 881223 Port St. Lucie, FL 34988-1223.

If you have any questions, you can contact me Monday-Friday, 9am-5pm, at 772-231-5860.

Thank you for all your help

Sincerely,



Paul Cazzolla  
Board Member

**FULLY RESTATED AND AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**ORBIT THEATRE, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, ORBIT THEATRE, INC., a Florida corporation not for profit, adopts the following Restatement and Amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on August 5, 2002. Said articles are hereby Restated and Amended effective the date of its adoption on October 22, 2002 as follows:

**ARTICLE I - NAME**

The name of the corporation shall be ORBIT THEATRE, INC., a Florida Corporation not for profit.

**ARTICLE II - PURPOSES**

This corporation is organized exclusively to support and foster interest in the theatre's programs and production, to assist the theatre in achieving its objectives through talent, services and financial aid, to broaden the base of community interest and involvement in the theatre and to raise the standards of cultural opportunity.

**ARTICLE III - POWERS**

This Corporation shall have the following powers:

- A. All powers necessary or convenient to effect any or all purposes for which this Corporation is exercised, to include such corporate powers as are granted in Chapter 614, Florida Statutes, and all amendments subsequent thereto. Such responsibility for the business and property of the Corporation shall be vested in the Board of Directors who may exercise and all such powers of the Corporation and do all such lawful acts and things in a manner consistent with the Bylaws, Articles of Incorporation, Chapter 617, Florida Statutes and all amendments subsequent thereto.
- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, the

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SECRETARY OF STATE

Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- a. By a Corporation exempt from Federal Income Tax under Section 501©(3) of the Internal Revenue Code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law), or
- b. By a Corporation, contributions to which are deductible under Section 170©(2) of the Internal Revenue code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV – MEMBERSHIP

The Corporation shall be organized as a non-stock membership Corporation. The voting members shall be those individuals who are duly elected Directors of the Corporation. The voting members shall take any action required and permitted by Statute, the Articles of Incorporation or the Bylaws of the Corporation. Due to the identical nature of the voting membership and the Board of the Corporation, an act of the Board shall be an act of the membership when an act by the membership is required by law. The present members of the Board of the Corporation are the voting members of the Corporation effective on the date of filing these Amendments.

#### ARTICLE V – EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment for all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the corporation, dispose of all the assets of the Corporation exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501©(3) of the Internal Revenue Code and all amendments subsequent thereto (or the corresponding provision of any future United States Internal Revenue Law) as the

Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court 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 VI – OFFICERS

- A. The officers of this Corporation shall be a President, Vice President(s), a Secretary and a Treasurer. All officers of the Corporation shall be elected Directors of the Corporation, and no person may hold two (2) or more offices simultaneously. All officers shall be elected annually in the manner set forth in the Bylaws of this Corporation.
- B. The names of the persons who are to serve as officers of the Corporation at the time of filing these fully Restated and Amended Articles of Incorporation are as follows:

President	Nathan Sanders
Vice President	Arlette Eulo
Treasurer	Joann Jefferson
Secretary	Keith Christensen

- C. The positions and powers of the officers of the Corporation are specifically set forth in the Bylaws of this Corporation.

#### ARTICLE VII – DIRECTORS

- A. The operation and conduct of the business matters of this Corporation shall be guided by a Board of Directors, which shall consist of no more than eighteen (18), nor no less than ten (10) members of this Corporation, as shall from time to time be fixed by or in the manner provided in the Bylaws of this Corporation.
- B. The Directors of the Corporation shall be elected by the voting members of the Corporation at its annual meeting.
- C. The elected Board members shall be eligible to serve a maximum of two (2) consecutive three (3) year terms in addition to a partial term, however, that any member of the Board may continue to serve for an additional term during

which the individual serving as an officer pursuant to the terms of the Corporation's Bylaws.

- D. The names and addresses of the persons who shall serve as the Board of Directors of the Corporation are:—

Nathan Sanders (P)  
3741 Coquino Cove #204  
Palm City, FL 34990 —

Arlette Eulo (VP)  
5324 SW Avila Ct.  
Palm City, FL 34990

Keith T. Christensen (S)  
1941 SW Hillman St.  
Port St. Lucie, FL 34953 —

Joann Jefferson (T)  
6103 Yucca Dr.  
Port St Lucie, FL 34982

Anthony Valicenti, Jr. —  
3741 Coquino Cove #204  
Palm City, FL

Paul Cazzolla  
1941 SW Hillman St.  
Port St. Lucie, FL 34953

#### ARTICLE VIII – BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested in the Board of Directors of the Corporation. Any amendment to the Bylaws shall require approval of two-thirds (2/3) of the elected Directors present and voting (including proxies).

#### ARTICLE IX – AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter amend, repeal or adopt the Articles of Incorporation of this Corporation shall be vested in the Board of Directors of the Corporation. Such amendment, changes or additions may be amended at a special meeting of the Board of Directors or at a regular meeting of the Board of Directors. All amendments to the Articles of Incorporation shall require approval of two-thirds (2/3) of the members present and voting (including proxies).

#### ARTICLE X – PRINCIPAL OFFICE

The address of the initial registered office of this corporation is 3741 SW Coquino Cove #204, Palm City, Florida 34990, and the name of the registered agent of this Corporation at that address is Nathan Sanders. The principal office of the Corporation shall be located 7446 South Federal Highway, St. Lucie County, Port St. Lucie, Florida 34952, the name of the registered agent is Nathan Sanders, the mailing address shall be PO Box 881223, Port St. Lucie, Florida 34988, and branch offices may be maintained at

such other points in the State of Florida and in the United States of America and in Foreign Countries as may be from time to time authorized by the Board of Directors.

ARTICLE XI - NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any member of this Corporation.

The Amended and Restatement of the Articles of Incorporation of Orbit Theatre, Inc. was adopted by the members and the number of votes cast for the Amendment was sufficient by approval.

Signed this 22<sup>nd</sup> day of October, 2002

Paul Corzales  
Witness

Keith T. Christensen  
Signature

Keith T. Christensen  
Typed or Printed Name  
Secretary  
Title