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Division of Corporations

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Florida Department of State

Division of Corporations

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Account Number : 076077002775  
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FLORIDA NON-PROFIT CORPORATION

The Vine Theatre, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE VINE THEATRE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act," Chapter 617, Florida Statutes.

**ARTICLE I**

**NAME**

The name of this corporation is:

THE VINE THEATRE, INC.

**ARTICLE II**

**PURPOSES**

This corporation is organized exclusively for charitable, literary, educational and scientific purposes and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

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**ARTICLE III****TRUSTEES**

The Board of Trustees shall have all voting powers. The Trustees shall elect their own successors, and may succeed themselves in office. Any natural person of legal age shall be qualified to be a member of the Board of Trustees. The corporation shall have such classes of members (or no members) as set forth in the bylaws.

The Board of Trustees may establish and put into effect from time to time bylaws establishing other classes of membership not having powers (except to elect the majority of an Advisory Board of Directors from among their own numbers) and fixing from time to time the terms, duties, powers and privileges and responsibilities of each class of membership and of the Advisory Board of Directors, if any.

**ARTICLE IV****TERM OF EXISTENCE**

This corporation shall commence existence on the date of filing of these Articles of Incorporation with the Secretary of State of Florida and shall exist perpetually.

**ARTICLE V****INCORPORATOR**

The names and addresses of the subscriber is:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>  |
|--------------------|--|
| W. Graham White    | 250 Park Avenue South<br>5th Floor<br>Winter Park, Florida 32789 |

**ARTICLE VI****OFFICERS**

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Trustees from time to time in the bylaws. An officer or trustee may hold one or more offices. The Officers shall be elected by the Board of Trustees annually in accordance with the provisions of the bylaws.

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**ARTICLE VII****INITIAL OFFICERS**

The names of the officers who are to serve until the first election hereunder are:

|                 |                       |
|-----------------|-----------------------|
| President:      | Whitney H. Goin       |
| Vice President: | Stephanie M. Williams |
| Treasurer:      | Dayne L. Williams     |
| Secretary:      | Bruce R. Goin         |

**ARTICLE VIII****TRUSTEES**

The Board of Trustees of the Corporation shall consist of not less than three (3) persons nor more than twenty-five (25) persons, the exact number to be determined in accordance with the provisions of the bylaws.

**ARTICLE IX****INITIAL TRUSTEES**

The names and addresses of the persons who are to serve as initial trustees until the first election hereunder are:

| <u>NAME</u>           | <u>ADDRESS</u>                                   |
|-----------------------|--|
| Bruce R. Goin         | 1130 Belle Air Circle<br>Orlando, Florida 32804  |
| Whitney H. Goin       | 1130 Belle Air Circle<br>Orlando, Florida 32804  |
| Dayne L. Williams     | 2122 Forest Club Drive<br>Orlando, Florida 32804 |
| Stephanie M. Williams | 2122 Forest Club Drive<br>Orlando, Florida 32804 |

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**ARTICLE X**

**BYLAWS**

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Trustees of the corporation.

**ARTICLE XI**

**AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Trustees of the corporation.

**ARTICLE XII**

**MISCELLANEOUS**

Section 1. Neither the members, trustees, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, trustee or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. 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(c)(3) of the Internal Revenue Code of 1986 (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(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

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Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

### ARTICLE XIII

#### DISSOLUTION

Upon the dissolution of this corporation the Board of Trustees shall, after paying or making provision for the payment or all the liabilities of the corporation, pursuant to the procedure of

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provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of the assets not so 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 XIV - Initial Principal Office:  
Initial Registered Office and Agent**

The street address and mailing address of the initial principal office of this corporation is 2122 Forest Club Drive, Orlando, Florida 32804. The street address of the initial registered office of this Corporation is 250 Park Avenue South, 5<sup>th</sup> Floor, Winter Park, Florida 32789 and the name of the registered agent of the corporation at that office shall be W. Graham White.

2nd IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the day of October, 2002.

  
W. Graham White

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 2nd day of October, 2002.

  
W. Graham White

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