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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/11/02

TRANSMITTAL LETTER

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

SUBJECT: The Stage Theatre, 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

ADDITIONAL COPY REQUIRED

FROM: Margaret E. Bowman
Name (Printed or typed)

5017 Bellflower Ct
Address

Melbourne, FL 32940
City, State & Zip

(321) 752-5955
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation

Of

The Stage Theatre, Inc.

(a corporation not for profit incorporated under the
laws of the State of Florida in compliance with Chapter 617, F.S.)

The undersigned incorporators, all of whom are citizens of the State of Florida and are at least twenty-one (21) years of age, meeting on the 13th day of November, 2002 for the purpose of forming a perpetual corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: The Stage Theatre, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5017 Bellflower Court, Suite 104, Melbourne, FL 32940.

ARTICLE III PURPOSE

The corporation is organized exclusively for charitable, cultural and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501 c (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

The corporation may engage in all activities incidental to or in furtherance of those purposes, except as restricted herein. It shall comply with the laws, rules and regulations set forth in and promulgated pursuant to the most recent Internal Revenue Code (hereinafter "the Code") and applicable to organizations described in section 501 c (3), to which contributions are deductible under section 170 c (2), thereof.

To the extent required by section 508 e (1) of the Code, the corporation:

(a) shall distribute its income for each taxable year at such time(s) and in such manner(s) as not to become subject to tax on undistributed income imposed by section 4942 of the Code;

- (b) shall not engage in any act of self-dealing as defined in section 4941 (d) of the Code;
- (c) shall not retain any excess business holdings as defined in section 4943 (c) of the Code;
- (d) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code; and
- (e) shall not make any taxable expenditure as defined in section 4945 (d) of the Code.

The corporation shall issue no stock and its net earnings shall be devoted exclusively to charitable, cultural, and educational purposes, and no part thereof shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and expenses incurred on its behalf, and may otherwise make payments and distributions in furtherance of its purposes.

Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities, shall arrange for the distribution of all remaining assets in such a manner(s) as is consistent with the corporation's purposes and with applicable provisions of law, either by direct distribution or by distribution to one or more organizations organized and operated exclusively for cultural or educational purposes as shall at the time qualify as tax-exempt under section 501 c (3) of the Code.

The specific purposes for which the corporation is organized are (a) to promote excellence in live theater, (b) to form a semi-professional acting company to provide regional theater for the community at large, and (c) to provide an enhanced cultural and professional environment for Brevard County, its citizens, and the surrounding community.

ARTICLE IV MANNER OF ELECTION

Directors shall serve in perpetua unless they resign or are removed for cause by at least a two-thirds vote of the other Directors. New Directors shall be elected by two-thirds vote of the existing Directors. There will always be not less than three and no more than fifteen directors.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The names, addresses, and titles are as follows:

Margaret E. Bowman
5017 Bellflower Ct, Suite 204
Melbourne, FL 32940
Initial Director, President

William G. Menter
271 Dickinson St SE

Palm Bay, FL 32907
Initial Director, Vice-President, Secretary

Dr. Robert M. Bowman
5017 Bellflower Ct, Suite 204
Melbourne, FL 32940
Initial Director, Treasurer

ARTICLE VI INITIAL REGISTERED AGENT & STREET ADDRESS

The name and Florida street address of the registered agent is:

Margaret E. Bowman
5017 Bellflower Ct, Suite 204
Melbourne, FL 32940

ARTICLE VII INCORPORATOR

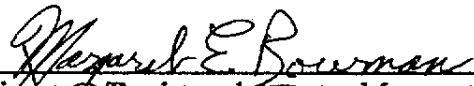
The name and address of the Incorporator is:

William G. Menter
271 Dickinson St, SE
Palm Bay, FL 32907

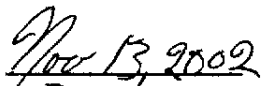
ARTICLE VIII EFFECTIVE DATE

The effective date of incorporation shall be January 2, 2003.

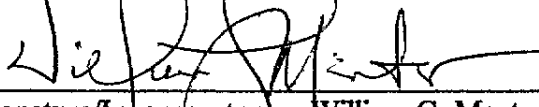
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



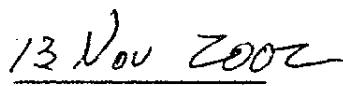
Signature/Registered Agent Margaret E. Bowman



Date



Signature/Incorporator William G. Menter



Date