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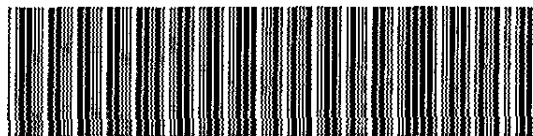
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January 27, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: North Florida Professional Children's Theater, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning North Florida Professional Children's Theater, Inc., together with our firm's check in the amount of \$78.75 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey
Secretary

encl.

ARTICLES OF INCORPORATION

of

NORTH FLORIDA PROFESSIONAL CHILDREN'S THEATER, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a not for profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

NORTH FLORIDA PROFESSIONAL CHILDREN'S THEATER, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in :

A. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of

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STATE OF FLORIDA

them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Code of Florida for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, 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 §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 §170(c)(2) of the Internal Revenue Code of 1986 (of the corresponding provisions of any future United States Internal Revenue Law).

C. Promotion and sponsorship of musical and related events such as orchestral concerts, chamber music and solo recitals, oratorio performances, in-school performances, operas and music theater, lectures related to music and music history and music festivals.

D. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE III. NOT FOR PROFIT

The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The mailing and street address of the initial principal office of this corporation in the State of Florida is 209 Belleaire Drive, Pam Coast, FL 32137. The Board of Directors may, from time to

time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have three (3) directors initially. The method of election of director is as stated in the By-laws.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Karen Flecha	209 Belleaire Drive Palm Coast, FL 32137
Milagros Flecha	209 Belleaire Drive Palm Coast, FL 32137
Chris Horton	P.O. Box 354684 Palm Coast, FL 32135

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for the exclusively public purposes as the Board of Directors shall determine.

ARTICLE IX. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael D. Chiumento	4 Old Kings Road North, Suite B Palm Coast, FL 32137

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE


The registered agent and office for this corporation shall be Michael D. Chiumento, III, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.


MICHAEL D. CHIUMENTO, Incorporator


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT NORTH FLORIDA PROFESSIONAL CHILDREN'S THEATER, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT 209 BELLEAIRE DRIVE, PALM COAST,
FLORIDA 32164, HAS NAMED MICHAEL D. CHIUMENTO, III, 4 OLD KINGS ROAD
NORTH, SUITE B, PALM COAST, STATE OF FLORIDA, 32137 AS ITS REGISTERED AGENT
AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA


MICHAEL D. CHIUMENTO
DATE: 1/27, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


MICHAEL D. CHIUMENTO, III
REGISTERED AGENT
DATE: 1/27, 2003

SECTION 15
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