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From:

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FLORIDA NON-PROFIT CORPORATION

Out of the Box Productions, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
OUT OF THE BOX PRODUCTIONS, INC.
(A Corporation Not For Profit)

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is Out of the Box Productions, Inc.

ARTICLE II.
DURATION AND COMMENCEMENT

The term of the Corporation is fixed in perpetuity and will commence on the date that these Articles of Incorporation are filed with the Department of State.

ARTICLE III.
NONSTOCK BASIS

The Corporation is organized on a non-stock basis. The Corporation may not issue shares of stock.

ARTICLE IV.
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income, assets, or net

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earnings of the Corporation may be distributed to or for the benefit of its Members, Trustees, or Officers, except to the extent that such payments are made permissible by these Articles of Incorporation.

ARTICLE V. PURPOSES

The Corporation is organized, and will be operated exclusively for the following purposes:

- A. For charitable, educational, and scientific purposes within the meaning of Section 170(c)(2), 501(c)(3) (pursuant to Section 501(k)), 20(55(A)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of said Code (or the corresponding provision of any future United States Internal Revenue Law).
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- D. To provide and promote theater and mentoring services to the Community.

ARTICLE VI. AUTHORIZED PAYMENTS

The corporation is hereby authorized and empowered to pay reasonable compensation for goods or services rendered by Members, Trustees, or Officers; and to

make payments and distributions to anyone in furtherance of the purposes set forth in Article V (Purposes) hereof.

ARTICLE VII
INITIAL BOARD OF TRUSTEES

The Board of Trustees will manage the business affairs of the Corporation. Initially, the Board of Trustees will consist of three members. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The Voting Members of the Corporation will elect the Trustees annually, at a time and manner prescribed by the Bylaws. The Bylaws may also provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Chairperson:
Michael P. Gilmore
1451 Maravilla Avenue
Fort Myers, FL 33901

Representative:
Nanci Galbraith Du Bois
5549-2 Malto Drive
Fort Myers, FL 33907

Representative:
Jim Labriola
4308 S.W. 1st Place
Cape Coral, FL 33914

ARTICLE VIII
OFFICERS

The Officers of the Corporation will consist of a President, Vice President, Secretary, Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer will be elected by the Voting Members (and may be removed

by the Voting Members) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President:

Wende K. Gilmore
1451 Maravilla Avenue
Fort Myers, FL 33901

Vice President:

Kristen Flanagan
15700 Beachcomber Avenue
Fort Myers, FL 33908

Secretary:

Paul A. Rose, Jr.
2100 Chandler Avenue
Fort Myers, FL 33907-4124

Treasurer:

Louis Quattrucci
5233-3 Cedar Bend Drive
Fort Myers, FL 33919

ARTICLE IX.
INCORPORATORS

The name and address of each Incorporator is as follows:

Wende K. Gilmore
1451 Maravilla Avenue
Fort Myers, FL 33901

ARTICLE X.
BYLAWS

Upon the commencement of the Corporation, the Board of Trustees shall be make and adopt the Bylaws of the Corporation. At any time after the commencement of the Corporation, the Board of Trustees may amend, alter, rescind or create any Bylaw by a majority vote of the Trustees present at any regular or special meeting of the Board of Trustees.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XII
LOCATION

The initial principle address for the Corporation is 1451 Maravilla Avenue, in the City of Fort Myers, Lee County, State of Florida, zip code 33901.

ARTICLE XIII
REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the Registered Office of the Corporation in the State of Florida is:

Wende K. Gilmore
1451 Maravilla Avenue
Fort Myers, FL 33901

ARTICLE XIV
INDEMNIFICATION

The Corporation will indemnify each Officer, including former Officers, to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 27th day of February, 2003.

Wende K. Gilmore
Wende K. Gilmore, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

The foregoing instrument was acknowledged before me by Wende K. Gilmore, who is personally known to me or who has produced a _____ as identification.

SWORN AND SUBSCRIBED TO before me, this 27th day of February, 2003.

Shevaun D. Bannon
Notary Public

My Commission expires:

Shevaun D. Bannon
Printed Name



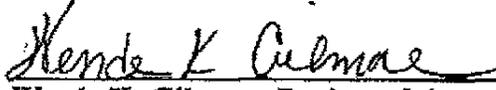
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Out of the Box Productions, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1451 Maravilla Avenue, Fort Myers, Florida 33901, Lee County, State of Florida, has named Wende K. Gilmore as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Wende K. Gilmore, Registered Agent

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