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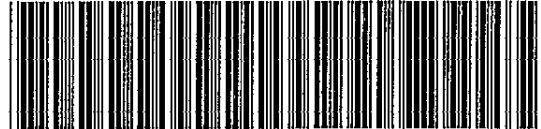
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TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

SCOTT, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

June 10, 2003

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Conversion of Theatre Camp of the Palm Beaches, Inc. from Profit to
Non-Profit Corporation

To Whom It May Concern:

On May 27, 2003 a Petition of Conversion of a Profit Corporation to a Non-Profit Corporation was filed in the Circuit Court for the Fifteenth Judicial Circuit in and for Palm Beach County, Florida. On May 27, 2003 the Court entered Judgment Approving Conversion of the Theatre Camp of the Palm Beaches, Inc. from Profit to Non-Profit Corporation. Pursuant to Florida Statutes pertaining to the conversion, please find enclosed the original conformed Judgment along with the two sets of the Amended Articles of Incorporation for the Non-Profit Corporation. Also enclosed is a check for \$78.75 for the filing fee and certificate of status. If you have any questions please contact the undersigned.

Sincerely,

S. Brian Bull

SBB/kh

Enclosures

cc: Sharon Stiller, Incorporator

*Karon talked with
Mr. Bull about articles*

Richard K. Barra • John L. Bryan, Jr. • S. Brian Bull • Barry D. Carothers
J. Richard Harris • Cynthia J. Jackson • John M. Jorgensen • Kevin M. Wagner (of counsel)

4400 PGA Boulevard, Suite 800 • Palm Beach Gardens, Florida 33410-6560
(561) 624-3900 • Fax (561) 624-3533 • Email: info@scott-harris.com • www.scott-harris.com

TRANSMITTAL LETTER

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

SUBJECT: Theatre Camp of the Palm Beaches, 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: S. Brian Bull, Esq.
Scott, Harris, Bryan, Barra & Jorgensen, P.A.
4400 PGA Boulevard, Suite 800

Address

Palm Beach Gardens, Florida 33410
City, State & Zip

(561) 624-3900,

Daytime Telephone number

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

IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA

CASE NO: CA 03-5633-AB

IN RE: THEATRE CAMP OF THE
PALM BEACHES, INC.,

Petitioner,

**JUDGMENT APPROVING CONVERSION OF THEATRE CAMP OF THE
PALM BEACHES, INC. FROM PROFIT TO NON-PROFIT CORPORATION**

Petitioner Theatre Camp of the Palm Beaches, Inc. filed its Petition to convert the nature of Theatre Camp of the Palm Beaches, Inc. from a profit corporation to a not for profit corporation on May 27, 2003 with proposed Articles of Incorporation attached to this Judgment. This Court finds that the Petition and Articles are in proper form. It is therefore

ORDERED AND ADJUDGED that Petitioner Theatre Camp of the Palm Beaches, Inc. be converted in form from a for profit corporation to a not for profit corporation under the laws of the state. It is further ordered and adjudged that all of the property of Theatre Camp of the Palm Beaches, Inc. become the property of the successor non profit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

DONE AND ORDERED in Chambers at West Palm Beach, Palm Beach County, Florida, on this ____ day of June, 2003.

SIGNED AND DATED

JUN 05 2003

JORGE LABARGA

CIRCUIT COURT JUDGE

Jorge Labarga

Copies Furnished:

S. Brian Bull, Esq., 4400 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410

FILED
03 JUN 12 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THEATRE CAMP OF THE PALM BEACHES, INC.
a Florida not-for-profit corporation

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be THEATRE CAMP OF THE PALM BEACHES, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 2800 Lake Avenue, West Palm Beach, Florida 33405.

ARTICLE III

- A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. The purposes for which the Corporation are organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.
- B. The general purposes for which this Corporation is organized are as follows:
 - 1. To run and operate a children's theatre camp.
- C. The Corporation shall also enjoy all rights and powers conferred by the laws of the State of Florida upon non-profit corporations. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

- A. The period of this Corporation's existence is perpetual.

ARTICLE V

The street address of the initial Registered Office of this Corporation is 4205 SW 72nd Drive Palm City, Florida 34990; and the initial Registered Agent of this Corporation at that address is SHARON STILLER.

ARTICLE VI

- A. This corporation shall have members. Members may be admitted to this corporation upon motion made by a member of the Board of Directors and the affirmative vote of a majority of the members of the Board of Directors at a meeting at which a quorum of the members of the Board of Directors is present.
- B. Members may be removed upon a motion made by a member of the Board of Directors and the affirmative vote of a majority of the members of the Board of Directors at a meeting at which a quorum of the members of the Board of Directors is present.
- C. In lieu of the above, members may be admitted to, or removed from, the Corporation, by the unanimous consent of the members of the Board of Directors as contemplated in Section 617.0821, Florida Statutes.
- D. Membership in this corporation shall not be transferable or assignable by a member.
- E. Upon termination of membership, the terminated member shall have no further rights as to this corporation.

ARTICLE VII

- A. All corporate powers shall be exercised by, and the affairs of this corporation shall be managed under the direction of, a Board of Directors, which shall consist of a minimum of three (3) directors. The number of directors may be raised or lowered by the members of the Corporation, but shall in no case be less than three (3).
- B. Directors must be natural persons who are eighteen (18) years of age or older, but need not be residents of the State of Florida or members of this corporation.
- C. Directors shall be elected by the terms of the by-laws.
- D. Directors may be removed by the members in the manner contemplated in Section 617.0808, Florida Statutes.
- E. The names and addresses of the initial members of the Board of Directors are as follows:

SHARON STILLER
4205 SW 72ND DRIVE
PALM CITY, FLORIDA 34990

DENNIS SIMS
13604 Northumberland Circle
WELLINGTON, FLORIDA 33414

BRUCE STILLER
4205 SW 72ND DRIVE
PALM CITY, FLORIDA 34990

ARTICLE VIII

- A. The officers of the Corporation shall consist of a president, vice president, secretary, treasurer, and any other officers as determined by the Board of Directors. All Officers shall be elected by, and serve at the discretion of, the Board of Directors.
- B. The names and addresses of the initial officers of the Corporation are as follows:

<u>Name and Address</u>	<u>Office</u>
SHARON STILLER 4205 SW 72 ND DRIVE PALM CITY, FLORIDA 34990	President/ Treasurer
DENNIS SIMS 13604 NORTHUMBERLAND CIRCLE WELLINGTON, FLORIDA 33414	Vice President/ Secretary

ARTICLE IX

The name and address of the Incorporator is as follows:

SHARON STILLER
4205 SW 72ND DRIVE
PALM CITY, FLORIDA 34990

ARTICLE IX

The Bylaws of this Corporation shall be adopted, and may be amended, by the Board of Directors.

ARTICLE X

Upon the dissolution of this corporation or the winding up of its affairs, or other liquidation of its assets, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future Federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of the country in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

- A. Members of this Corporation shall not have the right to vote on proposed amendments to these Articles of Incorporation.
- B. These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors then in office at a special or regular meeting, or by unanimous written consent of all the directors then in office as contemplated in Section 617.0821, Florida Statutes.

ARTICLE XII

This corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE XIII

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporators have made and executed these Articles of Incorporation of THEATRE CAMP OF THE PALM BEACHES, INC. for the uses and purposes aforesaid this 30 day of May, 2003.


SHARON STILLER, PRESIDENT


DENNIS SIMS, SECRETARY

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that THEATRE CAMP OF THE PALM BEACHES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 2800 Lake Avenue, West Palm Beach, Florida 33405, County of Palm Beach, State of Florida, has named SHARON STILLER located at 4205 SW 72nd Drive, Palm City, Florida 34990, as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 30 day of May, 2003.


SHARON STILLER.
Registered Agent

K:\FILES\RK3\37131\Amended Articles of Incorporation20.wpd

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03 JUN 12 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA