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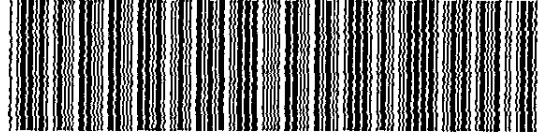
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Law Office of  
**UPCHURCH & ESPOSITO, P.A.**

H. DAVIS UPCHURCH, JR.  
also admitted State Bar of Georgia

CHARLES A. ESPOSITO  
also admitted New York Bar

1510 NORTH PONCE DE LEON BOULEVARD

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March 10, 2003

Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Articles of Incorporation  
**St. Augustine Community Theater, Inc.**

Dear Sir/Madam:

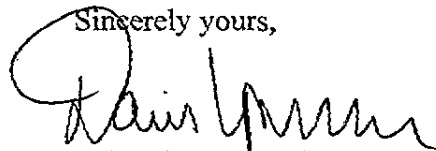
I enclose herewith the *original* and one (1) copy of the Articles of Incorporation of the above-named newly formed, non-profit corporation.

You will note that Article XI of the Articles of Incorporation sets out the name and address of the Registered Agent of the corporation.

Also enclosed is my check payable to the Secretary of State in the amount of \$78.75 to cover the charges for filing the Articles.

Should you have any questions, please do not hesitate to contact my office.

Sincerely yours,



H. Davis Upchurch, Jr.

Enclosures  
HDU,JR/rhb.  
cc: Dominique Tredik

**ARTICLES OF INCORPORATION**  
**for**  
**ST. AUGUSTINE COMMUNITY THEATER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a non-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**Corporate Name and Principal Office**

The name of the Corporation shall be: ST. AUGUSTINE COMMUNITY THEATER, INC., and the mailing and street address of the Corporation's principal office shall be located at: 24 Ocean Pines Drive, St. Augustine, Florida 32080.

**ARTICLE II**  
**Nature of Business**

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida including without limitation providing and promoting: (i) writing, performing and presentation of theater productions, (ii) operating exclusively for educational and charitable purposes, and (iii) advance and promote the general welfare and interests of the community by the presentation of quality, educational, theatrical performances.

In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

**ARTICLE III**  
**Membership**

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualifications of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the By-Laws.

**ARTICLE IV**  
**Term of Existence**

The Corporation shall exist perpetually.

**ARTICLE V**  
**Incorporator(s)**

The name and address of the undersigned subscriber is:

**NAME**

**ADDRESS**

Dominique Tredik

24 Ocean Pines Drive  
St. Augustine, Florida 32080

**ARTICLE VI**  
**Board of Directors**

The powers of the Corporation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

**ARTICLE VII**  
**No Financial Benefit to Members**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Article II.

**ARTICLE VIII**  
**Dissolution**

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed in the sole discretion of the Board of Directors to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes.

**ARTICLE IX**  
**Amendments to the Articles of Incorporation**

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation. The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

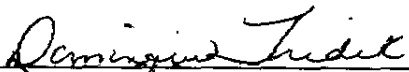
**ARTICLE X**  
**Amendments to By-Laws**

The By-Laws of the Corporation may be made, altered, or rescinded at any annual meeting of the Corporation, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

**ARTICLE XI**  
**Indemnification**

Every director and officer of the corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16th day of June, 2003.

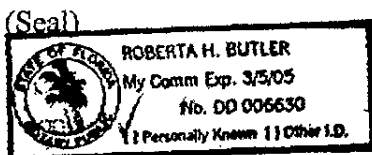
  
\_\_\_\_\_  
Dominique Tredik  
Incorporator

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 16th day of June, 2003, by DOMINIQUE TREDIK, who did not take an oath and who:

☒ is personally known to me.  
☐ produced current driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature of Notary



**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

UPCHURCH & ESPOSITO, P.A.

By: 

Charles A. Esposito, Esq.  
1510 North Ponce De Leon Blvd.  
St. Augustine, FL. 32085

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