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TALLAHASSEE, FLORIDA

TS 2/11/03

LAW OFFICES OF  
**GOULD, COOKSEY, FENNELL,  
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

JOHN R. GOULD (1921-1988)  
BYRON T. COOKSEY  
DARRELL FENNELL  
EUGENE J. O'NEILL  
CHRISTOPHER H. MARINE  
DAVID M. CARTER  
TODD W. FENNELL, LL.M.

\*FL BOARD CERTIFIED  
CIVIL TRIAL AND BUSINESS LITIGATION

979 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963  
TELEPHONE: (772) 231-1100  
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TROY B. HAFNER, LL.M.\*\*  
SUSAN L. CHENAULT  
BRIAN J. CONNELLY  
SANDRA G. RENNICK  
T. GREG REYMAN, II, LL.M.

OF COUNSEL  
SAMUEL A. BLOCK

\*\*FL BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES

July 3, 2003

**Via Federal Express**  
**Tracking #7908 3011 0212**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re:    *The Center for the Performing Arts at Theatre Plaza, Inc.***

Dear Sir/Madam:

Enclosed please find the following documentation:

1.    Original and one copy of the Articles of Incorporation for The Center for the Performing Arts at Theatre Plaza, Inc., a Florida not-for-profit corporation, for filing with the Secretary of State's office. Please return one certified copy to me via regular mail.
2.    This firm's check in the amount of \$87.50, representing the \$35.00 filing fee, \$35.00 registered agent designation fee, \$8.75 for a certified copy of record, and \$8.7 for a certificate of status.

Thank you in advance for your prompt attention to this matter. If you have any questions, please free to give me a call.

Kindest regards,



T. Gregory Reymann, II

TGR:ksr  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**THE CENTER FOR THE PERFORMING ARTS AT THEATRE PLAZA, INC.**

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03 JUL -7 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Corporation under Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

**ARTICLE I**  
**Name**

The name of the Corporation is **THE CENTER FOR THE PERFORMING ARTS AT THEATRE PLAZA, INC.**

**ARTICLE II**  
**Principal Office**

The address of the principal office and the mailing address of this Corporation shall be:

214 Marlberry Circle  
Jupiter, Florida 33458

**ARTICLE III**  
**Business and Purposes**

The purpose of this Corporation is:

1. To benefit and support the Indian River County students by providing goods and services which include, but are not limited to, music materials, building, facilities, equipment, monies, endowment funds, and other real and personal property, or grants for any such purpose.
2. To provide quality professional entertainment, education outreach programs for schools and performing arts programs for youth of Indian River County, Brevard County and St. Lucie County.
3. To provide for services and facilities over and above what the traditional tax base funding of the Indian River County School system has provided, but not to provide funds which can be substituted for the traditional tax base funding.

To these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without

limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the Corporation, or any laws applicable thereto; to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Florida Not-for-Profit Corporation Act.

#### **ARTICLE IV**

##### **Distribution of Net Earnings**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the organization 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 III above. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the 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 organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE V**

##### **Distribution of Assets at Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VI**

##### **Existence of Corporation**

This Corporation shall have perpetual existence.

**ARTICLE VII**  
**Registered Office and Registered Agent**

The initial registered office of this Corporation shall be located at **979 Beachland Boulevard Vero Beach, Florida 32963**, and the initial registered agent of this Corporation at such office shall be **T. Gregory Reymann, II**. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VIII**  
**Board of Directors**

The Board of Directors of this Corporation shall consist of not less than three (3) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the members or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this Corporation may remove any director from office at any time with or without cause.

**ARTICLE IX**  
**Initial Board of Directors**

The initial Board of Directors of this Corporation shall consist of five (5) such individuals to hold office until successors have been duly elected and qualify. The names and street addresses of the initial directors are:

Frederick Sailer	214 Marlberry Circle Jupiter, FL 33458
Suzanne Byrnes-Sailer	214 Marlberry Circle Jupiter, FL 33458
Joanne Ceretta	726 Bocci Court Palm Beach Gardens, FL 33410
Susanne Philllips	1622 West Camino Del Rio Vero Beach, FL 32963
Rick J. Melchiori	2145 14 <sup>th</sup> Avenue, Suite 24 Vero Beach, FL 32960

Nicholas F. D'Addario

226 Fitches Pass  
Trumbull, CT 06611

Robert Brackett

c/o CEC  
2066 14<sup>th</sup> Avenue  
Vero Beach, FL

## **ARTICLE X**

### **Officers**

The affairs of the Corporation are to be managed by a Chairman, a Vice-Chairman, a Secretary and/or a Treasurer and such other officers as may be provided in the by-laws. These Officers shall be elected as provided in the by-laws. The names of the persons who are to serve as Officers of this Corporation until the first election thereof are as follows:

<b><u>Name</u></b>	<b><u>Office</u></b>
Frederick Sailer	Chairman
Susanne Phillips	Secretary

## **ARTICLE XI**

### **By-Laws**

A. The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the members, and the members may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

B. The by-laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## **ARTICLE XII**

### **Amendment of Articles of Incorporation**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**ARTICLE XIII**  
**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

**ARTICLE XIV**  
**Additional Restrictions**

Notwithstanding any of the foregoing statements of purposes and powers, this Corporation, **THE CENTER FOR THE PERFORMING ARTS AT THEATRE PLAZA, INC.** and shall not distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; shall not engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws; and shall not make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XV**  
**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation is:

**Name**

T. Gregory Reymann, II

**Address**

979 Beachland Boulevard  
Vero Beach, FL 32963

IN WITNESS WHEREOF, this certificate has been signed by the Incorporator, this 3<sup>rd</sup> day of July, 2003.

  
\_\_\_\_\_  
T. GREGORY REYMANN, II, Incorporator

**THE CENTER FOR THE PERFORMING ARTS AT THEATRE PLAZA, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **T. GREGORY REYMAN, II**, having been named as registered agent to accept service of process for the above-named Corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

**DATED** this 3<sup>rd</sup> day of July, 2003.

  
\_\_\_\_\_  
T. GREGORY REYMAN, II

**FILED**  
03 JUL -7 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA