

NO 300000B246

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

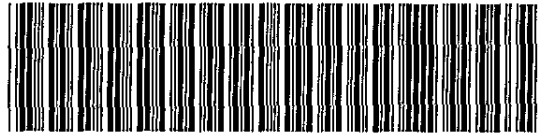
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400022954224

US/23/03--01031--020 \*\*87.50

FILED  
03 SEP 23 PM 12:17  
FALL ARIZONA STATE  
TALLAHASSEE FLORIDA

RECORDED  
03 SEP 23 PM 3:01  
TALLAHASSEE FLORIDA

mm day

Capitol Services, Inc.

1045 Merritt Drive

Tallahassee, FL 32301

(850) 878-4734  
Kathi or Brent



Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- 1. Orlando Performing Arts Center, Inc.  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time 9/23/03       Certified Copy
- Mail Out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
ORLANDO PERFORMING ARTS CENTER CORPORATION  
A CORPORATION NOT-FOR-PROFIT**

03 SEP 23 PM 12:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By these Articles of Incorporation, the undersigned incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles"):

**ARTICLE I**  
**NAME**

The name of the corporation shall be **ORLANDO PERFORMING ARTS CENTER CORPORATION**, a corporation not-for-profit (the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the Corporation is located at 359 Carolina Avenue, Winter Park, Florida 32789.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

James H. Pugh, Jr., whose address is 359 Carolina Avenue, Winter Park, Florida 32789, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

**ARTICLE IV**  
**PURPOSE OF CORPORATION**

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall have the power to establish and maintain a facility for the purpose of providing and promoting performing or visual arts in all forms; to provide cultural education; to accept gifts and donations of money and property, real and personal, for the purpose of erecting and maintaining physical facilities and improvements to implement the above-stated purposes of the Corporation; to provide a staff and to provide compensation for those engaged in instruction, administration, and performance in the arts and to provide a forum for artistic endeavor for the public benefit of the community. The Corporation shall also have such power and authority as are allowed and granted to Corporations not-for-profit under the laws of the State of Florida, and of the United States of America.

---

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE V**  
**POWERS AND LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VI**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual existence unless sooner terminated by not less than three-fourths votes of the entire Board of Directors.

**ARTICLE VII**  
**DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 VIII**  
**MANAGEMENT OF CORPORATION**

The Affairs of the Corporation are to be managed by a Board of Directors and all matters regarding the election or appointment of Directors, including the number, and duration, shall be governed in accordance with the provisions of the Bylaws.

**ARTICLE VI**  
**NAME AND RESIDENCE OF INCORPORATOR AND DIRECTOR**

The name and residence of the incorporator to these Articles of Incorporation and the initial Board of Directors is:

Name:

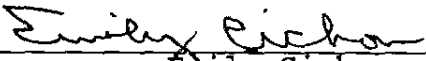
Address:

James H. Pugh, Jr.

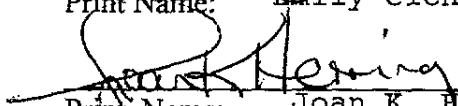
3000 Lake Shore Drive  
Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles to be executed as of the 18<sup>th</sup> day of September, 2003.

Signed, sealed and delivered  
in the presence of:

  
Print Name: Emily Cichon

  
James H. Pugh, Jr., Incorporator

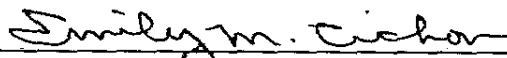
  
Print Name: Joan K. Herring

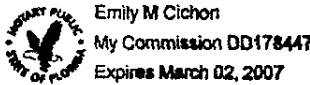
STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 18<sup>th</sup> day of September, 2003, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James H. Pugh, Jr., the incorporator described in the foregoing Articles of Incorporation. He/She

is personally known to me or  
 has produced \_\_\_\_\_ as identification.

IMPRINT NOTARY PUBLIC  
RUBBER STAMP SEAL BELOW

  
Signature of Person Taking Acknowledgment  
Notary Public



ORLANDO PERFORMING ARTS CENTER CORPORATION  
A CORPORATION NOT-FOR-PROFIT  
**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



James H. Pugh, Jr.  
Registered Agent

Date: September 19, 2003

FILED  
03 SEP 23 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA