

N04000001751

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000035408 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

KBM

FLORIDA NON-PROFIT CORPORATION
AMERICAN FUND FOR THE ROYAL OPERA HOUSE, INC.

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

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
04 FEB 18 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
FEB 18 AM 9:39
SECRETARY OF STATE
HALL MARKING & RECORDS

consist of three (3) or more members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Michael Bienes	141 Bay Colony Drive Fort Lauderdale, FL 33308
Dianne Bienes	141 Bay Colony Drive Fort Lauderdale, FL 33308
Dame Judith Mayhew Jonas	Royal Opera House Covent Garden London, England WC2E-9DD
Sir David Lees	Royal Opera House Covent Garden London, England WC2E-9DD
Simon Robertson	Royal Opera House Covent Garden London, England WC2E-9DD

ARTICLE VII.
POWERS

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

ARTICLE VIII.
LIMITATIONS

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by the provisions of §501(h) of the Code, if §501(h) of the Code applies to the Corporation and the appropriate election is made by the Corporation). The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is **MICHAEL BIENES**, and the street address of the Corporation's initial registered agent is 141 Bay Colony Drive, Fort Lauderdale, Florida 33308.

ARTICLE X. INCORPORATOR

The name of the sole incorporator of the Corporation is **MICHAEL BIENES** and the address of such incorporator is 141 Bay Colony Drive, Fort Lauderdale, Florida 33308.

**ARTICLE XI.
CONTRIBUTIONS**

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

**ARTICLE XII.
DISTRIBUTION ON DISSOLUTION**

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

**ARTICLE XIII.
NO MEMBERS**

The Corporation shall not have Members.

**ARTICLE XIV.
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE XV.
BYLAWS**

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

**ARTICLE XVI.
AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

04000035408 3

The undersigned executes these Articles of Incorporation of AMERICAN FUND FOR
THE ROYAL OPERA HOUSE, INC. this 17th day of FEB, 2004

Michael Bienes
MICHAEL BIENES, Incorporator

814v01130541310112HR401_D0C199902.779121

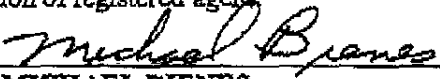
- 5 -

04000035408 3

H 04000035408 3

**CONSENT OF REGISTERED AGENT
OF
AMERICAN FUND FOR THE ROYAL OPERA HOUSE, INC.**

The undersigned, MICHAEL BIENES, having been named as registered agent to accept service of process for AMERICAN FUND FOR THE ROYAL OPERA HOUSE, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.


MICHAEL BIENES
Registered Agent

FILED
04 FEB 18 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

814-0015094123011PRR01_DOCUMENT175121

- 6 -

H.04000035408 3