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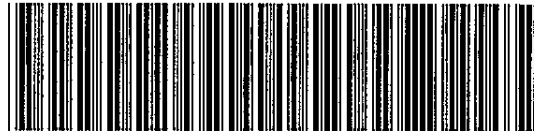
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TALLAHASSEE, FLORIDA

45

Edgar M. Bralley
255 Evernia Street, Suite 1017
West Palm Beach, Florida 33401-5686
(561) 832-3598

30 March 2004

State of Florida
Department of State
Division of Corporations
Post Office box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are an original and one copy of proposed Articles of Incorporation for THE CHILDREN'S THEATRE COMPANY AND SCHOOL OF PALM BEACH COUNTY, INC.; duly executed and notarized. In addition, I've enclosed a Transmittal Letter, Acceptance of Registered Agent and payment in the form of a check.

Should you have questions or need additional information, please don't hesitate to call me at the number above.

Sincerely,


Edgar M. Bralley

Enclosures.

TRANSMITTAL LETTER

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

SUBJECT: THE CHILDREN'S THEATRE COMPANY AND SCHOOL OF PALM BEACH
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) COUNTY, INC.

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: EDGAR M. BRALLEY
Name (Printed or typed)

255 EVERNIA ST., SUITE 1017
Address

WEST PALM BEACH, FLORIDA 33401-5686
City, State & Zip

561- 832- 3598
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE CHILDREN'S THEATRE COMPANY AND SCHOOL
OF PALM BEACH COUNTY, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be **THE CHILDREN'S THEATRE COMPANY AND SCHOOL OF PALM BEACH COUNTY, INC.** The address of the principal office is Post Office Box 123, West Palm Beach, Florida 33402-0123.

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

INCORPORATOR

The incorporator of **THE CHILDREN'S THEATRE COMPANY AND SCHOOL OF PALM BEACH COUNTY, INC.** is **EDGAR MITCHELL BRALLEY**, 255 Evernia Street, Suite 1017, West Palm Beach, FL 33401.

ARTICLE IV

CORPORATE PURPOSE

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, which purposes shall be to encourage solicit, receive and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of **THE CHILDREN'S**

THEATRE COMPANY OF PALM BEACH COUNTY, INC. and its objectives, more particularly to produce theatrical programming for children of all ages, such as performances, plays, dances, puppet shows, musicals, classes, workshops; and to that end to take and hold, for any said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by laws or in the instrument under which received; to buy, sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and, in general, to exercise any, and all powers which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501 (c) (3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal laws.

ARTICLE V

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article IV above.

ARTICLE VI

MEMBERS

The Corporation shall be a non-membership corporation and have no voting members.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors shall consist of four members. The initial officers of the Corporation shall be President, Vice President, Secretary and Treasurer. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than four. Directors shall be elected annually in accordance with the Bylaws. The Corporation shall indemnify its directors and officers to the fullest extent permitted by law. The names and addresses of the individuals, each of whom are 18 years of age or older, who will serve on the initial Board of Directors are:

EDGAR MITCHELL BRALLEY-President

255 Evernia Street, Suite 1017
West Palm Beach, FL 33401-5686

LAURENCE JAY LUBIN-Vice President

3061 Edwin Avenue
Ft. Lee, NJ 07024-4812

DENNIS RAY NANCE-Secretary

2441-F Morosgo Way, NE
Atlanta, GA 30304-3477

MITCHELL DAVID BERKMAN-Treasurer

255 Evernia Street
West Palm Beach, FL 33401-5686

ARTICLE VIII

BYLAWS

The directors, by majority vote, are authorized to establish Bylaws for the Corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minute of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE X

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to a federal, state or local government for exclusive public purpose(s).

ARTICLE XI

REGISTERED AGENT

The initial name and address of the registered agent of the Corporation shall be **EDGAR M. BRALLEY**, 255 Evernia Street, Suite 1017, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned subscriber, for the purpose of forming this not for profit corporation under the laws of the State of Florida, has executed these

Articles of Incorporation of **THE CHILDREN'S THEATRE COMPANY AND SCHOOL OF PALM BEACH COUNTY, INC.**, on this 17th day of March 2004.


EDGAR M. BRALLEY

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31 day of MARCH, 2004, by **EDGAR M. BRALLEY**, as President of **THE CHILDREN'S THEATRE COMPANY AND SCHOOL OF PALM BEACH COUNTY, INC.**, a Florida corporation not-for-profit () who is personally known to me, or (☒) who produced FLNL as identification.



Signature of Notary Public

Notary Stamp



Pablo Lopez
Commission #DD149675
Expires: Sep 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



Expires: Sep 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


EDGAR M. BRADLEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA