

NO4000007026

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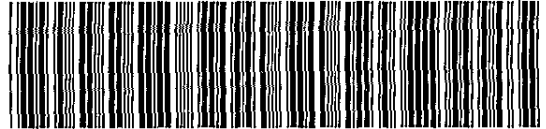
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07/20/04--01001--002 **78.75

RECEIVED
04 JUL 19 PM 1:52
DIVISION OF CORPORATION

FILED
2004 JUL 19 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE CALL WHEN READY - THANK YOU!

JOSIE RUGGIERO - 224-9634

Requester's Name

Akerman Senterfitt

106 East College Avenue, Suite 1200
Post Office Box 1877 (32302-1877)
Tallahassee, Florida 32301

City/State/Zip

Phone #

Office Use Only

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

1. Capital City Shakespeare in the Park, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input checked="" type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input checked="" type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Photocopy | | |

NEW FILINGS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION

Robert J. Boyd, Steve Adams and Mark Riordan, acting as incorporators of a corporation under the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation.

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2004 JUL 19 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

The name of the Corporation shall be: CAPITAL CITY SHAKESPEARE IN THE PARK, INC.

DURATION

The duration of the Corporation shall be perpetual unless or until the Corporation may be dissolved according to law, and the commencement of the corporate existence shall begin July 19, 2004.

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Corporation shall be 423 Tanbark Place, Tallahassee, Florida 32301.

POWERS

The Corporation shall have all statutory powers granted to not for profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation.

PURPOSE

The Corporation is organized for the following purpose:

To enrich the Tallahassee community by studying and performing Shakespeare's plays.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The method of election of the Board of Directors shall be as determined by the Bylaws of the Corporation. The Board of Directors shall have such power as may be granted them according to the Bylaws of the Corporation and laws of the State of Florida.

The initial Board of Directors consists of the following three (3) individuals:

Robert J. Boyd, President

Steve Adams, Vice-President/Treasurer

Mark Riordan, Secretary

ORGANIZATION

The officers of the Corporation shall be: The President, Vice-President, Secretary and Treasurer, and other such officers as may be provided for in the Bylaws. These officers shall be elected by the Board of Directors.

The officers and the chairman of each and any standing committee of the Board of Directors shall constitute the Executive Committee.

The Corporation shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any

director or other private individual. The Corporation shall never be authorized to engage in any activity contrary to the purposes for which the Corporation is organized.

BYLAWS

The Bylaws of the Corporation may be adopted, altered or rescinded only in such manner as said Bylaws provide.

INCORPORATORS

The names and addresses of the incorporators are:

<i>Names</i>	<i>Addresses</i>
Robert J. Boyd, Esquire, President	Akerman Senterfitt 106 East College Avenue, Suite 1200 Tallahassee, FL 32301
Steve Adams, Vice President/Treasurer	423 Tanbark Place Tallahassee, FL 32301
Mark Riordan, Secretary	533 North Meridian Street Tallahassee, FL 32301

REGISTERED AGENT

The name and address of the initial registered office and registered agent is Robert J. Boyd, Esquire, of Akerman Senterfitt, 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

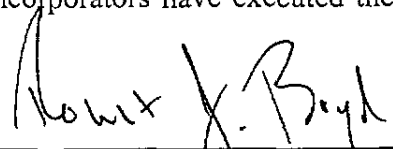
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any regular or special meeting of the membership *by a two-thirds vote of the Board of Directors* provided, however, that any such proposed amendment or amendments be first mailed to each member of the Board of Directors at least thirty (30) days prior to such regular or special meeting.

SPECIAL PROVISIONS

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 19th day of July, 2004.



Robert J. Boyd, Esquire
Incorporator, President


STATE OF FLORIDA

COUNTY OF LEON

Subscribed and sworn to before me by Robert J. Boyd, on this 19th day of July, 2004.

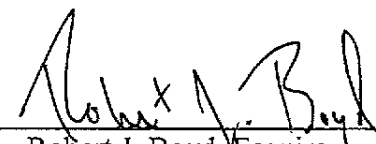


Josephine R. Ruggiero
MY COMMISSION # DD073630 EXPIRES
November 20, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


Josephine R. Ruggiero
Notary Public

Having been named as Registered Agent for the above-stated Corporation, 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 and I accept the duties and obligations of Section 607.0505, *Florida Statutes (2004)*.

Dated: July 19, 2004


Robert J. Boyd, Esquire
Registered Agent

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2004 JUL 19 P 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA