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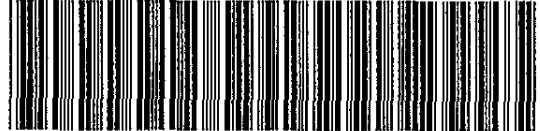
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB 10 PM 3:39

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Amend Cyl
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*Cert Copy
*Cert of Sta

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ACTING IRISH INTERNATIONAL THEATRE FESTIVAL

DOCUMENT NUMBER: NO 500000 1341

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HARRY CUSSEN

(Name of Contact Person)

(Firm/ Company)

5772 VISTA LINDA LANE

(Address)

BOCA RATON FL 33433.

(City/ State and Zip Code)

For further information concerning this matter, please call:

HARRY CUSSEN

(Name of Contact Person)

at (561) 7890055

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2006

HARRY CUSSEN
5772 VISTA LINDA LANE
BOCA RATON, FL 33433

SUBJECT: ACTING IRISH INTERNATIONAL THEATRE FESTIVAL, INC.
Ref. Number: N05000001341

We have received your document for ACTING IRISH INTERNATIONAL THEATRE FESTIVAL, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 106A00003788

*As per our
conversations I
am returning the
documents
Thinking you
my phone is
561-7890055*

*Please note
my cover AND
also refer to
PAGE 11 - EFFECTIVE DATE
CLAUSE WHICH ASKS FOR
BY LAWS TO BE FILED AS
ARTICLE 9 OF - ARTICLES
OF INCORP.*

Articles of Amendment
to
Articles of Incorporation
of

ACTING IRISH INTERNATIONAL THEATRE FESTIVAL

(Name of corporation as currently filed with the Florida Dept. of State)

N05000001341

(Document number of corporation (if known))

06 FEB 10 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

THE CONSTITUTION OF THE CORPORATION
IS TO BE FILED WITH THE FLORIDA Sec of
STATE AS Article 9 OF THE ARTICLES
OF INCORPORATION.

The date of adoption of the amendment(s) was: 19 NOV 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

HENRY P. CUSSEN

(Typed or printed name of person signing)

PRESIDENT.

(Title of person signing)

FILING FEE: \$35

ACTING IRISH INTERNATIONAL THEATRE FESTIVAL

A by-law of the Acting Irish International Festival to formalize by-laws governing mission, vision, membership and Management of the Acting Irish Festival.

FILED
06 FEB 10 PM 3:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE #1

Name of the Corporation

The Corporation shall be called the Acting Irish International Theatre Festival Inc., and the name and Corporation shall be registered on a Provincial and Federal basis.

Nature of the Corporation

The Corporation shall be non-sectarian, non-political and non-profit.

Nature of the Festival

All productions participating in the Acting Irish International Theatre Festival must be produced, directed and staged by amateurs. Other than expenses, no person or persons should receive remuneration for their participation. On occasion it may be the prerogative of the Board of Directors to invite a professional production to perform at the festival, however this production will be staged for entertainment purposes only and will not form part of the festival itself.

Mission

The Mission of the Acting Irish International Theatre Festival is to promote, foster and develop Irish theatre through the presentation of plays by Irish authors or those of Irish heritage.

Vision

The Vision of the Acting Irish International Theatre Festival, Inc. is to be the governing body of the Acting Irish International Festival, working in harmony with the host city in the planning and presentation of the Acting Irish Festival.

Membership

Membership in the Corporation shall be divided into the following classes.

1) Full Membership

Full Members shall be the theatre groups of the cities as outlined in Appendix I. Through a designed representative, full members will have the right to hold office, have one (1) vote at General Meetings, sponsor memberships and apply to host the Acting Irish

Festival. It shall be the right of any Irish theatre group in a non-designated city to apply for full membership.

2) Associate Membership

Associate membership shall be granted to those Irish Theatre companies originating from a city currently being represented through a full member. They shall not qualify to hold office but are entitled to apply to host the festival if the full member in their city has declined such an application after being requested to act as host. Associate Members have the right to one (1) vote at General Meetings.

3) Additional Classes of Membership

Classes of membership may be created or deleted upon recommendation of the Board of Directors after ratification by an affirmative vote by the majority of members voting at a properly called meeting as provided by Article 3.3 of these by-laws.

Article #1A

Tax Status

It is the intention of the Corporation to qualify as tax exempt under the tax laws of the United States of America and for this purpose the Corporation is organized exclusively for cultural and educational purposes under Section 501 (C) (3) of the Internal Revenue Code of the USA or corresponding Section of any future Federal tax code.

Dissolution

If at some future date the Corporation is dissolved, all assets shall be liquidated and distributed pro-rata to all Institutional Members of the Corporation provided, however, that said Institutional Members will only be eligible to receive a pro-rata share of said assets if said institution is a not-for-profit charitable organization carrying on charitable, religious, educational and/or scientific purposes.

ARTICLE II APPLICATION FOR MEMBERSHIP

- 2.1 Application for membership shall be in such form as the Board of Directors shall decide. No group shall be eligible for membership until their application has been voted on and approved by a majority vote at the Board of Directors.
- 2.2 The rights, privileges and benefits of the members shall be subject to all restrictions and rules as the Board of Directors may, from time-to-time, make for the proper management and operation of the festival.
- 2.3 The annual dues for membership shall be determined by the Board of Directors.

2.4 **Delinquency**

Any group whose annual dues remain unpaid on the first day of September in each year shall cease to be a member of the corporation. The Board of Directors shall have power to extend the periods above named and also to reinstate any group who may have been suspended for non-payment of dues upon payment thereof by such group together with such fines or penalties as shall be named by the Board of Directors.

2.5 **Expulsion**

Any group contravening the by-laws shall be expelled from the corporation

2.6 **Appeal**

Any group expelled by the Board of Directors may appeal such suspension or expulsion within 60 days of having received official notice of their status. The Directors shall convene such a meeting and shall afford the suspended or expelled group an opportunity to be heard.

ARTICLE III MEMBERSHIP MEETINGS

3.1 Fiscal Year

The Fiscal Year of the corporation shall commence on the _____ day of _____ and conclude on the _____ day of _____.

3.2 Annual Meetings

The Annual General Meeting shall be held on such day during the Acting Irish International Festival as the Directors may decide. Formal notice of the Annual General Meeting should be given 60 days prior to the event. Full Members and Associate Members shall be entitled to vote on all motions but no group shall be entitled to more than one (1) vote or any city to more than four (4) votes. Voting by proxy shall not be allowed.

The order of business at Annual General Meetings shall be as follows:

1. Reading of Minutes
2. Business arising out of Minutes
3. President's address
4. Report from the Treasurer
5. General business
6. Election of Directors
7. Appointment of auditors

3.3 Special Meetings

Special meetings of members shall be called by giving at least thirty-one (31) days notice in writing of the time and place of such meeting, such notice being mailed to members. Special meetings shall be called by the Secretary of the corporation at the request of the Board of Directors or the written request of any eight (8) members of the corporation of good standing.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 The affairs of the corporation and all affairs relating to the corporation and the operation thereof shall be managed by a board of ten (10) Directors who shall be elected from the members for a two-year term. Commencing with the 1999 Annual General Meetings, five (5) Directors shall be elected for a three-year term and five (5) Directors shall be elected for a two-year term. At the appropriate Annual Meetings thereafter, members shall elect Directors for a two-year term to succeed those Directors whose term of office expire on the date of the appropriate General Meeting. Six (6) Directors shall form a quorum.
- 4.2 Nominations for the Board of Directors shall be made by each full-member representing a city and must be submitted to the Secretary sixty (60) days prior to the Annual General Meeting. These nominations must be submitted on the corporation letterhead of the theatre company and signed by the appropriate officer.
- 4.3 The Board of Directors shall convene for a meeting after each Annual General Meeting. At such meeting, the President and Vice President shall be elected, if appropriate. All other meetings of the Board of Directors shall be called by the President or Vice-President through the Secretary as required, or at the request of the majority of the Directors who shall advise the remaining Directors in writing, and such meeting may be held at such time and place as may be appointed.
- The order of business of the Board of Directors shall be:
1. Reading of the Minutes
 2. Business arising out of the Minutes
 3. Reports of Officers
 4. Reports of the Committees
 5. General Business
- 4.4 The Officers of the corporation shall be President, Vice President, Secretary and Treasurer.
- 4.5 No more than two (2) members from any one (1) city may be elected to the Board of Directors.
- 4.6 Alternates may accompany Directors to meetings of the Board of Directors. Such attendance shall be by invitation, however alternates will not have the right to vote.

Duties of Officers

President

The President shall preside at all meetings of the members and of the Board of Directors. He/she shall exercise such powers as the Board may prescribe. Any two (2) of the four (4) officers shall sign instruments and documents required by law to be executed under seal except where specific provisions are made to the contrary. In the absence or inability of the President, the Vice-President shall perform the duties and execute the powers

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granted to the President. The President, in consultation with the Board of Directors, may appoint the Secretary and Treasurer.

Secretary

The Secretary shall mail notices of all meetings of the members and of the Board of Directors as provided by the by-laws. He/she shall have custody of the seal of the corporation. He/she shall keep all necessary records and more particularly shall:

1. hold a copy of the act under which the corporation was incorporated,
2. hold a copy of the by-laws of the corporation,
3. hold a copy of the regulations of the corporation,
4. keep the minutes of all meetings of the members,
5. keep the minutes of all meetings of the Board of Directors.

Treasurer

The Treasurer shall be responsible for receipt and disbursement of all monies and such accounts as are required by the Board of Directors. He/she shall generally take charge of the banking business of the corporation in accordance with the provisions decided upon by the Board of Directors. He/she shall present a statement of the affairs of the corporation for the fiscal year at the Annual General Meeting and shall report on the financial condition of the corporation as often as required by the Board of Directors.

**ARTICLE IV
POWERS OF THE BOARD OF DIRECTORS**

- A) To make all necessary rules and regulations for the general management of the corporation.
- B) To make all rules necessary for its own government.
- C) To fill vacancies which may occur during a term of office.
- D) To elect the officers of the corporation.
- E) To appoint committees, agents and servants of the corporation.
- F) To delegate to each committees, agents or servants all such powers as may be necessary for the continued management and operation thereof.
- G) To make the rules governing the festival.
- H) To borrow monies and obtain advances upon the credit of the corporation from such chartered banks as the Board of Directors may decide, in such amounts as, and subject to, the terms and conditions upon which the said banks may be willing to lend.
- I) To appoint chairpersons of the following committees who shall have power to add such members to his/her committee as he/she may deem advisable.

1. Marketing Committee

Will be charged with the national marketing of the festival. It shall be their responsibility to seek partners and endorsements to help defray the cost of staging a festival. They will be responsible for promotion and advertising of the festival.

2. Festival Committee

Will be charged with preparing recommendations to the Board of Directors on:

- a. the city where the festival is to be staged,
- b. the facility in the city where the festival is to be staged,
- c. accepting applications for entry into the festival,
- d. appointment of judges for the festival,
- e. ensuring that the rights for the play to be presented has been secured,
- f. ensure that the organization is in place at the host city to stage the festival,
- g. to liaise with the host city on all elements of the festival.

3. Host Committee

Will be charged with the following responsibilities:

- a. preparation of the program utilizing corporate endorsements,
- b. arranging order of plays,

- c. arranging accommodation for incoming theatre companies,
- d. working with the marketing committee in securing local partnerships and endorsements,
- e. arranging admission tickets,
- f. preparation of budget for submission to the Board of Directors,
- g. arranging site for the Annual General Meeting and Board of Directors' meeting,
- h. arrange for photographer for archival and marketing purposes,
- i. collect copies of print critiques for archival and marketing purposes.

4. Finance Committee

Will be responsible for the general charge and supervision of the finances of the corporation. They will supervise expenditures and audit of bills before payment and, upon receiving authority of the Board of Directors, carry out all matters necessary in reference thereto. The Finance Committee shall be chaired by the Treasurer.

5. Quorum

At all meetings of a committee, the majority shall constitute a quorum.

**ARTICLE V
AMENDMENTS TO BY-LAWS**

5.1 Proposed by Directors

These by-laws may be altered, amended, repealed or new by-laws adopted only by a 2/3 vote of the members in good standing who are present. The voting will take place at the Annual General Meeting, provided that the required notices have been properly executed and distributed to all voting members and contains a statement of the proposed alterations, amendment or repeal.

5.2 Proposed by Members

Whenever at least twelve (12) members subscribe to a proposed amendment, said proposal shall be considered by the Board of Directors within sixty (60) days of presentation to the President or Vice-President. The proposed amendments shall be submitted by the Board of Directors at the ensuing Annual General Meeting.

5.3 Notice

Notice of amendments will be sent to all members sixty (60) days prior to the Annual General Meeting.

Article VI
Effective Date

This by-law shall come into force and take effect upon the approval thereof and is to be filed with the Florida Secretary of State Registry as article 9 of the "Articles of Incorporation.

APPROVED AND PASSED at the Annual General Meeting of members this 19th Day of November, 2005.

Appendix I
Members**Full Members**

- 1) Tara Players of Winnipeg
- 2) Gaelic Park Players of Chicago
- 3) Innisfree Theatre of Florida
- 4) Milwaukee Irish Arts
- 5) Rochester Irish Players
- 6) Shape Shifters Theatre of Chicago
- 7) Tara Players of Ottawa
- 8) Toronto Irish Players

Representative

Aidan O'Brien
Barney Farrelly
Harry Cussen
Kathy Radja
Peter Scribner
Frank Gleason
Geoff White
Alan Hunt

Associate Members

- 1) Ashling Productions of Calgary
- 2) Na Fianna of St. Paul
- 3) Prince George Players of B.C.
- 4) Island Theatre of Newfoundland

Deidre Hafferty
Dan Gleeson
Dr. Michael O'Malley
Agnes Lynch