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TRANSMITTAL LETTER

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

SUBJECT:	LIMELIGHT	IMELIGHT PRODUCTIONS OF NAPLES INC.					
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)							
Enclosed is an	original and o	one(1) copy of the Article	es of Incorporation and a	check for:			
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	FROM:	John F. Houton R			•	134 314	
	FROM:	P	A. ited or typed)	•			
Post Office Box 458 Address Naples, FL 34106 City, State & Zip						;	

		/aaa>					
		(239) 643-5051 Daytime Tele	ephone number				

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

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Act, hereby adopts the following Articles of Incorporation:

Article I NAME

The name of the corporation shall be LIMELIGHT PRODUCTIONS OF NAPLES INC.

Article II Principal Place

The principal place of business and mailing address of this corporation shall be: Suite 603, 3399 Gulf Shore Blvd. N, Naples, FL 34103.

Article III Purpose

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully, and to the same extent as natural persons might or could do, and in any part of the world.

This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the Florida Not For Profit Corporation Act. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making and distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 to wit:

Producing performances in a theatrical setting of musical presentations including classical, jazz, Broadway offerings and rendering dramatic readings and performances at a modest cost to the public, at times convenient to the community at large while providing opportunities for musicians and actors to perform works not generally available or produced at other venues.

Article IV Manner of Election of Directors

At the initial organizational meeting directors shall be elected by the incorporator and subsequently by a vote of all the membership at the annual meeting of the corporation in accordance with the By-Laws of the corporation.

Article V Prohibition of Dividends

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable as dividends or in any other manner, to its members, directors, 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 purpose set forth in the Articles of Incorporation. Further upon dissolution of the corporation, the board of directors shall after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all

of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States law.) as the Board of Directors shall determine. 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 VI Initial Directors:

Jan Kimijan, director, 2697 Poinciana Drive, Naples, FL 34105 Josiah Hatt, director, 470 Banyan Road, Naples, FL 34102 John F. Houton, director, Suite 603, 3399 Gulf Shore Blvd. N., Naples, FL 34103

Article VII Initial Registered Agent And Street Address

The name and Florida street address of the initial registered agent of the corporation is: John F. Houton Suite 603, 3399 Gulf Shore Blvd. N., Naples, FL 34103

Article VIII Incorporator

The name and Florida street address of the incorporator is: John F. Houton, Suite 603 3399 Gulf Shore Blvd. N Naples, FL 34103

Having been named as resident agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

Signature/Registered Agent

Signatur Incorporator

Date

February 14, 2005

Date

Date

IN WITNESS WHEREOF, the undersigned John F. Houton has executed the foregoing ARTICLES OF ORGANIZATION of Limelight Productions of Naples, Inc..

Date July 2005