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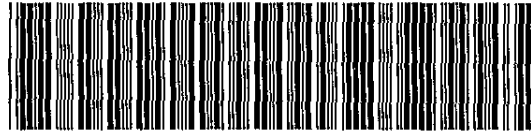
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05 JUN 15 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
with N/C

T BROWN JUN 16 2005

General Counsel Advisors, P.A.

June 13, 2005

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Amended and Restated Articles of Incorporation of The Out of the Rain Society, Inc.,
a Florida not-for-profit corporation**

To Whom It May Concern:

On behalf of our client, The Out of the Rain Society, Inc., document number N05000004690, please find enclosed the Amended and Restated Articles of Incorporation and a check in the amount of Forty-three Dollars and Seventy-five cents (\$43.75) for the Filing Fee and a Certified Copy.

Thank you for your assistance in this matter. Please contact me if you have any questions or concerns.

Sincerely,



Kenneth S. Gluckman, Esquire

Enclosures

**AMENDED AND REINSTATED
ARTICLES OF INCORPORATION
OF
OUT OF THE RAIN SOCIETY, INC.
(formally The Out of the Rain Society, Inc.)**

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05 JUN 15 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation.

ARTICLE I – NAME OF CORPORATION

The name of the Corporation is: Out of the Rain Society, Inc.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 5151 Round Lake Road, Apopka, Florida 32712 and the current mailing address of the Corporation is Post Office Box 1536, Sorrento, Florida 32776.

ARTICLE III – TERM AND COMMENCEMENT

Corporate existence shall commence upon filing of these Articles, and the term of the Corporation shall be perpetual.

ARTICLE IV – GENERAL PURPOSE AND BUSINESS

The purposes for which the Corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, or comparable versions of subsequent legislation, as amended (the "Code"). Principal among those purposes is: to provide educational and charitable opportunities for children through theatrical training, performance and support.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein, for the purposes of operating and performing theater therefrom, and further to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the foregoing Purposes.

C. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, as amended, and to do all other things as are incidental or necessary to the exercise of the powers of the Corporation to accomplish the foregoing Purposes.

ARTICLE V – NO MEMBERS

The Corporation shall not have Members and shall not issue membership certificates.

ARTICLE VI – INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent is General Counsel Advisors, P.A. and the initial registered office is 1001 North Lake Destiny Road, Suite 300, Maitland, FL 32751.

ARTICLE VII – NOT FOR PROFIT

The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of the Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

ARTICLE VIII – POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Code or any corresponding provision of any future United States Revenue law.

ARTICLE IX – LIMITATIONS

The Corporation shall be operated exclusively for educational, charitable, or scientific purposes as a nonprofit corporation. No individual director or member of the corporation shall have any title to or interest in the corporation property or earnings in his or her individual or private capacity. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its Directors or Officers, (or members if the corporation has any), but 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.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X – BOARD OF DIRECTORS

There shall be a Board of Directors as the governing body of the Corporation consisting of at least three (3) and not more than nine (9) individuals. The initial Directors shall be elected by the Incorporator. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the time set forth in the By-Laws, and may be removed as set forth in the By-Laws.

The number of directors may be increased or decreased by amendment to the By-Laws but shall in no case be less than three (3) or more than nine (9).

ARTICLE XI – OFFICERS

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, an Executive Director and an Artistic Director. Other officers may be provided for in the By-Laws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XII – INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Kenneth S. Gluckman	1001 N. Lake Destiny Road, Suite 300 Maitland, FL 32751

ARTICLE XIII – BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XIV – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

ARTICLE XV – NON STOCK BASIS

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock.

ARTICLE XVI – TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not

carry on propaganda or otherwise attempt to influence legislation or to engage in political activity on behalf of or in opposition to candidates for public office, to such extent as would result in the loss of exemption under Section 501 (c)(3) of the Code.

ARTICLE XVII – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of Directors shall determine. Any assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid Purposes of the Corporation or to such qualified organization(s) as that court shall determine. For purposes of this Article, an organization is a “qualified organization” only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE XVIII – INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on behalf of the Corporation on this 31st day of May, 2005.



Andrew Sellers, Director and Secretary

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THE OUT OF THE RAIN SOCIETY, INC.**

Document Number: N05000004690

Pursuant to section 617.1006, Florida Statutes, THE OUT OF THE RAIN SOCIETY, INC., a Florida not for profit corporation, (the "Corporation") adopts the Amended and Restated Articles of Incorporation attached as a Addendum A to this document.

The amendment and restatement of the Corporation's Articles of Incorporation stated in Attachment A supersedes the Corporation's Articles of Incorporation.

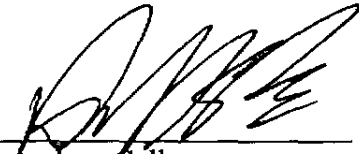
There are no members of the Corporation and the Amended and Restated Articles were adopted and approved by unanimous written consent of the board of directors of the Corporation dated May 26, 2005.

The amendment and restatement of the Corporation's Articles of Incorporation stated in Attachment A will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

Respectfully submitted, this 31st day of May, 2005.

THE OUT OF THE RAIN SOCIETY, INC.

BY: _____


Andrew Sellers

Director and Secretary