

NO 5.000000 7629

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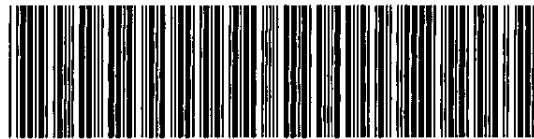
(Business Entity Name)

(Document Number)

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**FILED**  
08 MAY - 9 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*  
*05/20/08*  
*DC*

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SHAKESPEARE IN THE PARK MIAMI, INC.

DOCUMENT NUMBER: N05000007629

The enclosed Articles of Amendment and fee are submitted for the filing

Please return all correspondence concerning this matter to the following:

JOHN J. STOVALL

SHAKESPEARE IN THE PARK MIAMI, INC.  
2701 SOUTH BAYSHORE DRIVE  
SUITE 605  
COCONUT GROVE, FL 33133

For further information concerning this matter, please call:

JOHN J. STOVALL at (305) 858-3916

Enclosed is a check for the following amount:

\$35 Filing Fee

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Shakespeare in the Park Miami, Inc.

N05000007629

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:

AMENDMENTS ADOPTED

ARTICLE III

The corporation is organized exclusively for charitable and educational purposes, under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, more specifically to provide family-friendly theatrical and cultural experiences for Miami Dade County's citizens and its visitors. The secondary goals of the company are to provide an outlet for actors to practice their craft and to provide educational opportunities for Miami Dade County School children.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IV

Membership shall consist only of the members of the Board of Directors.

ARTICLE V

**Annual Meeting.** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

**Special Meetings.** Special meetings may be called by the Chairman of the Board.

**Notice.** Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

FILED  
08 MAY -9 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

**Board Role, Size, Compensation.** The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operation. The Board shall have to five and not fewer than three members. The Board receives no compensation.

**Meetings.** The Board shall meet at least once a year, at an agreed upon time and place.

**Board Elections.** Election of new directors or election of current directors to second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

## ARTICLE VII

The name and Florida street address of the registered agent is:

JOHN J STOVALL  
2701 SOUTH BAYSHORE DRIVE  
SUITE 605  
COCONUT GROVE, FL 33133

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: \_\_\_\_\_

## ARTICLE VIII

The name and address of the incorporator is:

COLLEEN M. STOVALL  
2701 SOUTH BAYSHORE DRIVE  
SUITE 605  
COCONUT GROVE, FL 33133

Incorporator Signature: \_\_\_\_\_

## ARTICLE IX

The initial officers and/or directors of the corporation are:

Title: DIR  
COLLEEN M. STOVALL  
2701 SOUTH BAYSHORE DRIVE  
SUITE 605  
COCONUT GROVE, FL 33133

Title: DIR  
JOHN J. STOVALL  
2701 SOUTH BAYSHORE DRIVE  
SUITE 605  
COCONUT GROVE, FL 33133

Title: DIR  
ALEX MORENO  
2701 SOUTH BAYSHORE DRIVE  
SUITE 605  
COCONUT GROVE, FL 33133

#### ARTICLE X

The effective date for this corporation shall be: July 27, 2005

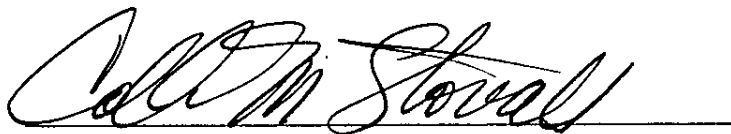
The date of the adoption of the amendments was: May 06, 2008

Effective date: May 06, 2008

#### Adoption of Amendments

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signature

A handwritten signature in cursive script, appearing to read 'Colleen M. Stovall', written over a horizontal line.

COLLEEN M. STOVALL

DIRECTOR