

N060000000135

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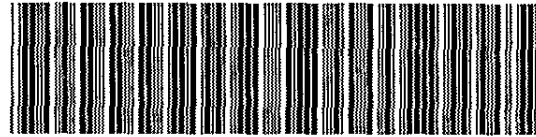
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AUG 30 2006

*Ames*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Ms Dixie's Downtown Performers, Inc.

**DOCUMENT NUMBER:** N06000000135

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

Please return all correspondence concerning this matter to the following:

Cathy Jordan

(Name of Contact Person)

Ms Dixie's Downtown Performers, Inc.

(Firm/ Company)

206 South Evers Street

(Address)

Plant City, FL 33563

(City/ State and Zip Code)

For further information concerning this matter, please call:

Cathy Jordan

(Name of Contact Person)

at ( 863 ) 559-0443

(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 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Ms Dixie's Downtown Performers, Inc.

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

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06 AUG 29 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N06000000135

(Document number of corporation (if known))

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)**

See Attached

(Attach additional pages if necessary)  
(continued)

**Delete: Promote community theater, children's theater, and performing arts. Provide for our community education in all aspects of drama and theatrical arts.**

**ADD:**

### **Article III- Purpose**

Section 1. This corporation is organized for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

A. Promote children's theatre and competitive dance by offering young people the opportunity to produce and perform plays and dance performances of a professional quality, on a regular basis, for the public; and

B. Provide, for young people, education in all aspects of dance, drama, and the theatrical arts including but not limited to expression, movement, characterization, play writing, directing, set design and construction, costuming, and makeup by sponsoring classes, seminars, and public demonstrations.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **DELETE: Membership Committee**

### **Article IV - Board of Trustees**

Section 1. The Board of Trustees shall manage the affairs of the Downtown Performers and the Board of Trustees shall exercise all corporate powers, except as otherwise expressly required by the Articles of Incorporation, the Bylaws, or by law.

Section 2. The number of trustees shall be elected annually at the Downtown Performers annual meeting on the second Saturday of January and the term of the office of each director shall be for one (1) year until the next annual meeting of members and the election and qualification of his or her successor.

Section 4. The Nominating Committee shall submit nominations for open Board positions to the membership. Additionally, any member of the organization may make nominations for open Board positions from the floor at the Annual Meeting.

Section 5. Board members shall be elected by a majority of the general membership present at the Annual Meeting.

Section 6. Any member of the Board may resign at any time by filing a written resignation with the Secretary or President.

Section 7. Any member of the Board may be removed by a two-thirds majority vote of the Board.

Section 8. In case of a vacancy on the Board for any reason, the remaining Trustees shall appoint a successor by majority vote to fill the remainder of the unexpired term of the position vacated.

Section 9. All members of the Board shall at all time act in the best interest of the Downtown Performers.

Section 10. All Board Members shall be members of the Downtown Performers.

Section 11. The regular meetings of the board of trustees shall be held quarterly during the months of March, June, September and July. The board of trustees may provide, by resolution, the time and place for holding additional regular meetings without other

notice than the resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 12. Special meetings of the board of trustees may be called by or at the request of the President or any trustee, and shall be held at the principal office of the corporation or at any other place as the trustees determine.

Section 13. A majority of the board of trustees shall constitute a quorum of the transaction of business at any meeting of the trustees, but if less than a majority of the trustees are present at any meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 14. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the trustees, unless the act of a greater number is required by law or the by-laws.

Section 15. Any vacancy occurring in the board of trustees and any trustees to be filled by reason of any increase in the number of trustees shall be filled by the board of trustees. A trustee appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 16. Directors shall not receive any stated salaries for their services, but by resolution of the board of trustees, a fixed sum and expenses of attendance, if any, shall be allowed for the attendance at any regular or special meeting of the board.

Section 17. *Conflict of Interest Policy for Officers, Directors and Staff Members.* No member of Ms Dixie's Downtown Performers Board of Directors or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in Ms Dixie's Downtown Performers. Each individual shall disclose to Ms Dixie's Downtown Performers any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of Ms Dixie's Downtown Performers' Board of Directors or Staff shall refrain from obtaining any list of Ms Dixie's Downtown Performers clients for personal or private solicitation purposes at any time during the term of their affiliation. Each Officer, Director or Staff Member will be required to sign a Conflict of Interest Policy Letter before being considered for participation in the organization.

**ADD:**

## **Article IX - Dissolution and Disposition of Corporate Assets**

Upon the dissolution of the Downtown Performers, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Downtown Performers, all the 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 future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 purpose.


The date of adoption of the amendment(s) was: August 1, 2006

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.)

Dixie Forbes-Gorby

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**