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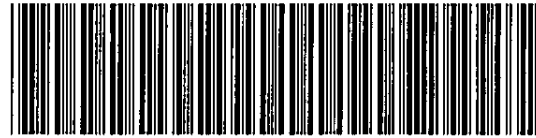
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
10/25

10/25-45301

COVER LETTER

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

SUBJECT: Florida State University Performing Arts Center Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Arthur R. Wiedinger, Jr.
Name (Printed or typed)

424 Westcott Building
Address

Tallahassee Florida 32306-1400
City, State & Zip

850-644-4440
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 16, 2006

ARTHUR R WIEDINGER, JR.
424 WESTCOTT BUILDING
TALLAHASSEE, FL 32306-1400

SUBJECT: THE FLORIDA STATE UNIVERSITY PERFORMING ARTS CENTER
FOUNDATION, INC.
Ref. Number: W06000045301

We have received your document for THE FLORIDA STATE UNIVERSITY PERFORMING ARTS CENTER FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 006A00061478

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

THE FLORIDA STATE UNIVERSITY PERFORMING ARTS CENTER FOUNDATION, INC.

ARTICLE I

Name

The name of this corporation is The Florida State University Performing Arts Center Foundation, Inc., and its principal place of business and mailing address shall be located at 5401 Bay Shore Road, Sarasota, Florida 34243.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purposes

Section 1. This corporation is organized and shall be operated exclusively for cultural and educational purposes and not for pecuniary profit. The corporation shall be operated exclusively for the benefit of The Florida State University. The corporation is a university direct-support organization within the definition of Section 1004.28, Florida Statutes, and as such is organized and operated exclusively to receive, hold, invest, and administer property for the benefit of The Florida State University.

The corporation shall exist to support the building known as the Florida State University Center for the Performing Arts located in Sarasota, Florida. It shall recommend to Florida State University priorities as to necessary deferred maintenance to sustain, preserve and improve the building as a roofed, floored and walled structure that is completely enclosed along with its core associated support systems (such as water, waste removal, drainage, heating, air conditioning, security and the like), the building structures, creation and use of a Building Repair and Renovation Fund and other matters concerning the basic structural envelope of the building.

The corporation shall make recommendations to the university regarding expenditure of the Building Repair and Renovation Fund account and other monies held by the university and dedicated to the ongoing maintenance, repair and renovation support of the building. The recommendations shall include use of the repair and renovation account established with \$347,000 initially appropriated by the Florida Legislature in 2003.

The corporation shall accept gifts, grants, bequests or devises (hereinafter called gifts) to be held for the uses and purposes and upon the conditions herein set forth. Any gift to the corporation for the purposes herein provided may be made by effectively identifying the gift as

made to or for the purposes of the corporation or by effectually identifying this corporation by reference in the manner permitted by law in any Will, deed or written instrument legally operative to transfer title to the corporation, and in this respect, the donor or testator shall adopt all the provisions of this Charter and such By-Laws as may be in effect from time-to-time, and the gift shall be devoted to the purposes set forth herein.

The Board shall explore possibilities for a transfer in the ownership of the building from Florida State University to the corporation as opportunities present themselves.

Section 2. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above.

ARTICLE IV

Powers and Limitations on Powers

Section 1. This corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

Section 2. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation. The corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets of the State of Florida.

Section 3. The creation and implementation of the corporation shall not in any manner change or alter the classification of space by which operating funds for new and existing facilities that support ongoing instructional and classroom activities that qualify for state plant operation and maintenance Educational and General Budget entity (E&G) funding. See CHANCELLOR'S MEMORANDUM CM-D-36.01 - 07/00

ARTICLE V

Incorporators

The name and address of each incorporators is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence G. Abele	841 Madeira Circle

John R. Carnaghi

Tallahassee, Fl 32312

2953 Golden Eagle Dr. East
Tallahassee Fl. 32312

ARTICLE VI

Membership

Section 1. The membership of this corporation shall consist of persons who are interested in the cultural and educational purposes of the corporation and who meet such additional qualifications as may be prescribed in the bylaws of this corporation. Qualified persons shall become members of the corporation as provided herein.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the bylaws of this corporation.

ARTICLE VII

Board of Directors and Management

Section 1. The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of nine (9) directors. The Board of Directors shall include the incumbent holder of the following named offices and persons from the following named classes:

- A. The Florida State University Board of Trustees Chair or designee;
- B. President, The Florida State University or designee;
- C. Four members designated by Asolo Theater, Inc., two of which must be residents of Sarasota or Manatee counties ;
- D. Director of the Florida State University/Asolo Conservatory for Actor Training
- E. Dean of the Florida State University College of Visual Arts, Theatre and Dance
- F. Director of the Florida State University School of Theatre or designee

Directors shall be removed in accordance with the procedure provided in the Bylaws. Directors will be elected as stated in the bylaws.

Section 2. The names and address of the initial directors are:

NAME

Jim Smith

ADDRESS

403 East Park Ave.

	Tallahassee, Fl 32301
Thomas K. Wetherell	Florida State University Tallahassee, Fl 32306
Michael Edwards	Asolo Repertory Theatre 5555 N. Tamiami Trail Sarasota, Fl 34243
Nancy Markle	990 Blvd of the Arts, 403 Sarasota, Fl 34236
Margaret Wise	1233 Hillview Drive Sarasota, Fl 34236
Alan Kurlan	15260 Callaway Ct. Glenwood, MD 21738 and 628 Mourning Dove Drive Sarasota, FL
Greg Leaming	5555 North Tamiami Trail, Sarasota, Florida 34243
Cameron Jackson	Florida State University 239 FAB Tallahassee, Fl 32306-1160
Sally McRorie	Florida State University 236 FAB3 Tallahassee, Fl 32306-1170

as provided in the Bylaws.

Section 3. The President of The Florida State University shall have authority and responsibility to monitor and control the use of the University's resources and name.

ARTICLE VIII

Officers

Section 1. The officers of this corporation shall be a Chair, Vice Chair, Secretary, Treasurer, and such other officers as may be provided for in the bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the bylaws.

Section 3. The names of the persons who are to serve as officers of the corporation until their successors are elected and qualified are:

Chair, Sally McRorie
Vice Chair, Margaret Wise
Secretary, Greg Leaming
Treasurer, Chip Willis

ARTICLE IX

Location of Registered Office and Registered Agent

The address of the initial registered office of this corporation is the Office of the General Counsel, Room 424, Westcott Building, Tallahassee, Florida 32306-1400, and the name of this corporation's initial registered agent at such address is Betty Steffens, General Counsel. Copies of all papers should also be sent to President T. K. Wetherell, 211 Westcott, Florida State University, Tallahassee, FL 32306

ARTICLE X

Amendments to Bylaws and Articles of Incorporation

The Bylaws of the corporation shall be adopted at the first meeting of the Board of Directors and may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed, and in all instances, with the written concurrence of the President of The Florida State University and the approval of the Board of Trustees of the Florida State University ; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the corporation, at least twenty (20) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the corporation may be amended by three fourths (3/4) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of The Florida State University and the approval of the Board of Trustees of the Florida State University; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the corporation at least twenty (20) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

ARTICLE XI

Term of Existence

This corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE XII

Dissolution

Upon dissolution or winding up of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to whatever entity currently has the responsibility for management, control and maintenance of the facility known as the Florida State University Center for the Performing Arts provided that entity is exempt under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provision of any subsequent revenue laws) or any other entity with similar tax exemption. If such entity is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to the Florida State University Foundation, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or The Florida State University Foundation, Incorporated, is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the University President based on a recommended plan of disposition made by the last Board of Directors and included in the decertification request to the Board of Trustees of the Florida State University. None of the assets will be distributed to any members, directors, or officers of this corporation.

Betty Seffens 10/2/06
Registered Agent Date

Lawrence B. Ahle 9/29/06
Incorporator Date

John H. Harnett 10/2/06
Incorporator Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, the undersigned hereby accepts such appointment. The undersigned certifies that the undersigned is familiar with, and accepts, the obligations of that position as provided by Florida Statutes.

Betty Seffens