

NO7000005647

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Division of Corporations Page 1 of 1

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

The Rapallo Performing Arts Theatre, Inc.

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Florida Dept of State



RESUBMISSION
PLEASE HONOR ORIGINAL
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May 31, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: THE RAPALLO PERFORMING ARTS THEATRE, INC.

REF: W07000025960

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

FAX Aud. #: H07000143513
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ARTICLES OF INCORPORATION

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OF THE RAPALLO PERFORMING ARTS THEATRE, INC. 2007 MAY 29 P 12:12

ARTICLE I - NAME AND ADDRESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Corporation is THE RAPALLO PERFORMING ARTS THEATRE, INC. The principal place of business and the mailing address shall be: 8551 Via Rapallo Road, Estero, Florida 33928, County of Lee.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered office of this Corporation is 2390 Tamiami Trail North, Suite 204, Naples, Florida 34103. The registered agent is Kathleen C. Passidomo.

ARTICLE V - INITIAL BOARD OF DIRECTORS & ELECTION OF
INITIAL AND SUBSEQUENT DIRECTORS

The method of election of directors is stated in the corporate bylaws. This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

A The names and address of the initial Directors of this Corporation are:

NAME	ADDRESS
James P. Wallace	8551 Via Rapallo Road Estero, Florida 33928
Debra P. Wallace	8551 Via Rapallo Road Estero, Florida 33928
Kathleen C. Passidomo	2390 Tamiami Trail North, Suite 204 Naples, Florida 34103

ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by the Directors.

ARTICLE VII - THE INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by Law.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Kathleen C. Passidomo, 2390 Tamiami Trail North, Suite 204, Naples, Florida 34103.

ARTICLE IX - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and §170(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

DATED this 6th day of June, 2007.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 6th day of June, 2007.


KATHLEEN C. PASSIDOMO, Incorporator

STATE OF FLORIDA :

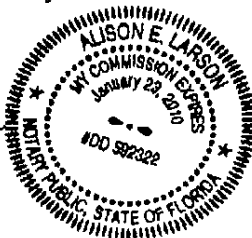
: SS


COUNTY OF COLLIER :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, KATHLEEN C. PASSIDOMO, to me well known to be the person described in and who executed the foregoing instrument, and she acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of June, A.D., 2007.

NOTARY SEAL




NOTARY SIGNATURE

Alison E. Larson

Printed Notary Signature

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



KATHLEEN C. PASSIDOMO
Registered Agent**FILED**

2007 MAY 29 P 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA