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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. WHITE AUG -7 2007



ANDERSON and ASSOCIATES, P.A.

805 South Kirkman Road, Suite 204
Orlando, Florida 32811
(407) 843-9901 | Main Line
(407) 843-9903 | Facsimile

www.andersonandassocpa.com

Veronica Anderson, Esquire
veronica@andersonandassocpa.com

July 30, 2007

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

RE: Filing of Articles of Incorporation
Afashee Theatre, Inc

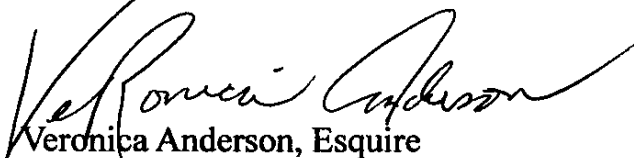
To Whom It May Concern:

Enclosed you will find the Articles of Incorporation of the above referenced company for filing purposes. Also, enclosed is a check in the amount of \$78.75 for filing fees and for the certificate of good standing.

Please process these articles as soon as possible. Should you have any questions or concerns, please feel free to contact me at the above address or telephone number.

Thank you for your attention to this matter.

Sincerely,



Veronica Anderson, Esquire

VA/jc

ARTICLES OF INCORPORATION

OF

AFASHEE THEATRE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby states the Articles of Incorporation of the foregoing Not-for Profit Corporation, pursuant to Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name by which this Corporation shall be known is: AFASHEE THEATRE, INC.

ARTICLE II

TERM OF EXISTENCE

The term for which the Corporation shall exist shall be perpetual.

ARTICLE III

PURPOSE AND POWERS

The specific purposes for which the Corporation is to be organized and incorporated are:

1. AFASHEE THEATRE, INC. is established to provide education to the community about the cultures of Africans and African Americans; to provide opportunities and training for the youth who aspire to express their creativity through the performing arts; to provide a cultural destination that focuses on educating the community through music, dance, theatre and art and to provide cultural entertainment and education to the community through theatre, music, film, art, dance, lectures and variety shows.
2. Said Corporation is organized exclusively for scientific, charitable, literary and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. Subject to the limitations as set forth in Article IV, in accomplishing the foregoing purposes, the Corporation will be authorized to exercise all powers of a not-for-profit corporation organized under Chapter 617, Florida Statutes.

ARTICLE IV

LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

1. (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, members (unless such member is exempt under Section 501c3 of the Internal Revenue Code of 1986) or other

private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation by such persons.

- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - (c) Notwithstanding any other provision of the Articles, the Corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Code or (2) a corporation contributions to which are deductible under Section 170(e) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Revenue law).
2. In the event of dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Code, as the Board may determine. Any such assets not so disposed of shall be disposed of solely by the Circuit Court of Orange County, Florida, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address is Afashee Theatre, Inc., 701 West Church Street, Orlando, Florida, 32805.

ARTICLE VI

REGISTERED AGENT AND STREET ADDRESS

The registered agent is Veronica Anderson, Esquire, Anderson and Associates, P.A., 805 S. Kirkman Road, Suite 204, Orlando, Florida 32811.

ARTICLE VII

DIRECTORS

The number of Directors of the initial Board of Directors is three (3). The number of Directors may be changed from time to time fixed by or in the manner provided in the Bylaws, but in no case shall be less than three (3). The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as provided

in the Bylaws, and shall hold office until their successor are respectively elected. The name and addresses of the Directors are:

Inez Long, 315 East Robinson Street, Orlando, Florida 32801

Veronica Anderson, 805 S. Kirkman Road, Suite 204, Orlando, Florida 32811

Frank Mitchell, 1401 Shadwell Circle, Lake Mary, Florida 32746

ARTICLE VIII **INCORPORATOR**

The name and address of the incorporator are as follows:

Veronica Anderson, 805 S. Kirkman Road, Suite 204, Orlando, Florida 32811.

ARTICLE IX **MEMBERSHIP**

The existence of members and their qualifications shall be optional, as provided in the Bylaws.

ARTICLE X **MANAGEMENT AND MANNER OF ELECTION OF DIRECTORS**

1. The affairs of the Corporation are to be managed by a Board of Directors, which shall consist of not less than three (3) members. The exact number of directors shall be the number fixed from time to time by a resolution of the Board of Directors.
2. Directors shall be elected in such a manner and shall have such qualifications as are specified by the Bylaws of the Corporation.
3. The Board of Directors of the Corporation shall elect such officers of the Corporation, as the Board of Directors shall for time to time deem advisable as provided in the Bylaws of the Corporation. The officers of the Corporations shall have such duties, hold office for such terms, and be elected by the Board of Directors in such manner as is provided for in the Bylaws of the Corporation.

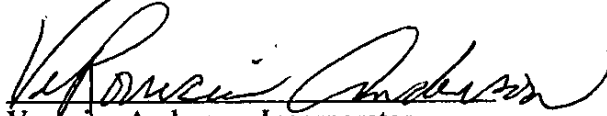
ARTICLE XI **BYLAWS**

The Bylaws of the Corporation shall be adopted and may be altered amended, repealed or supplemented only by the Board of Directors at any meeting thereof in accordance with the provisions of the Bylaws relating to such amendment.

ARTICLE XII **AMENDMENTS TO ARTICLES OF INCORPORATION**

The Board of Directors may amend these Articles of Incorporation in accordance with the procedures provided by Chapter 617, Florida Statutes.

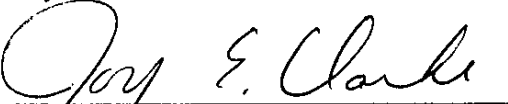
The undersigned has executed these Articles of Incorporation this 30th day of July 2007.

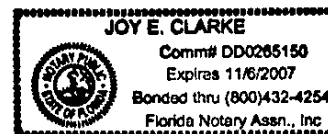

Veronica Anderson, Incorporator

State of Florida
County of Orange

I hereby certify that on this the 30th day of July, 2007, a Notary Public duly authorized to take acknowledgments, personally or verification by identification appeared Veronica Anderson, to me know to be the person described in and who executed the foregoing Articles of Incorporation of AFASHEE THEATRE, INC. and he/she acknowledged before that he/she subscribed theses Articles of Incorporation as a free act and deed.


WITNESS my hand and official seal in the county and state aforesaid this the 30th day of July 2007.


Notary Public



☒ Personally known by me
☐ Produced _____ as identification

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Veronica Anderson, Esquire, Registered Agent
Anderson and Associates, P.A.
July 30, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA