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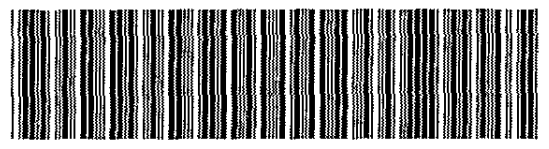
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August 20, 2008

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

SUBJECT: Theatre Saint Augustine, Inc. Articles of Incorporation

Enclosed is an original and one (1) copy of the Articles of Incorporation, and a check for seventy dollars (\$70.00).

Sincerely,

Anna K. Meade

Anna K. Meade
Incorporator
Theatre Saint Augustine, Inc.

Department of State:
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Anna Meade
26 Bayview Dr.
St. Augustine, FL 32084

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I

NAME

The name of the Corporation shall be **Theatre Saint Augustine, Inc.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: **26 Bayview Drive, St. Augustine, Florida, 32084.**

ARTICLE III

PURPOSE

- (a) The purpose for which the Corporation is organized is for literary and educational purposes, specifically by bringing classical theatre to St. Johns County. To this end, the corporation shall at all times be operated exclusively for literary and educational purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code of 1986, as amended*. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
- (b) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

ARTICLE IV

501(c)(3) LIMITATIONS

- (a) **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried out by an organization exempt from Federal and state income tax under section 501(c)(3) of the *Internal Revenue Code of 1986, as amended*, or the corresponding section of any future federal tax code.

- (b) **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's literary and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to literary and educational purposes, no part of which shall inure to the benefit of any individual.
- (c) **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- (d) **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the *Internal Revenue Code of 1986, as amended*, to be used exclusively for literary and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE V
MEMBERSHIP/DURATION

- (a) The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's by-laws. The management and affairs of the Corporation shall be at all times under the direction of a Board of Trustees, or as defined in the Corporation's bylaws, may be under the direction of an Executive Staff. All operations in governing the Corporation shall be defined by statute and by the Corporation's bylaws. No Member, Trustee, or Staff Person shall have any right, title, or interest in or to any property of the Corporation.
- (b) Should the Corporation include membership, the period of membership duration shall be stated in the Corporation's bylaws. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

ARTICLE VI
BOARD OF TRUSTEES/ELECTION

The method of selection of the Board of Trustees and number of trustees shall be stated in the bylaws.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent of the corporation is Anna Kathryn Meade. The address of this registered agent is 26 Bayview Drive, St. Augustine, Florida 32084.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is Anna Kathryn Meade. The address of the incorporator is 26 Bayview Drive, St. Augustine, Florida 32084.

ARTICLE IX
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Trustee or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Trustee or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Trustee or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

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.

Anna K. Meade
Signature of Registered Agent

Anna K. Meade
Signature of Incorporator

Anna K. Meade
Printed Name of Registered Agent

Anna K. Meade
Printed Name of Incorporator

08/20/07
Date

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