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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
2/20/14

THEATRE OF POSSIBILITY, INC.

February 7, 2014

Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation of
Theatre of Possibility, Inc.

Dear Sir or Madam:

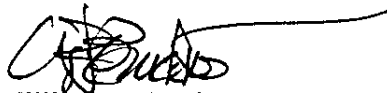
f35
Enclosed please find *Amended and Restated Articles of Incorporation* for Theatre of Possibility, Inc., together with a check for the filing fee.

Please return all correspondence concerning this matter to the following:

William R. Burdette
Theatre of Possibility, Inc.
2103 Coral Way, Suite 202
Miami, FL 33145
wrb@csc-centers.com

For further information concerning this matter, please call me at (305) 856-4228.

Sincerely,



William R. Burdette
President

**AMENDED & RESTATED
ARTICLES OF INCORPORATION**

FILED

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THEATRE OF POSSIBILITY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(Not for Profit)

In Compliance with Chapter 617, Florida Statutes

ARTICLE I NAME

The name of the corporation shall be: **THEATRE OF POSSIBILITY, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2103 Coral Way, Suite 202, Miami, FL 33145

ARTICLE III PURPOSE

The corporation is organized and operated exclusively for one or more of the following purposes: charitable, educational, scientific and/or religious. This includes 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.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed: *Appointed*

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Names, addresses and specific titles of Directors and Officers:

William R. Burdette	President/Director	2103 Coral Way, Suite 202, Miami, FL 33145
Alexandra Esher	Secretary/Treasurer/Director	2103 Coral Way, Suite 202, Miami, FL 33145
Katherine Burdette	Vice President/Director	2103 Coral Way, Suite 202, Miami, FL 33145

ARTICLE VI RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISSOLUTION CLAUSE

Upon the dissolution of the corporation, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:

William R. Burdette, 2103 Coral Way, Suite 202, Miami, FL 33145

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

William R. Burdette, 2103 Coral Way, Suite 202, Miami, FL 33145

The undersigned hereby certifies as of the date hereof that the foregoing Amended and Restated Articles of Incorporation of the Corporation was duly approved and adopted by consent of a majority of the Directors of the Corporation, all in accordance with Section 617.1002 of the Florida Statutes and in accordance with the Bylaws of the Corporation. There are no members of the Corporation.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be duly executed as of the 18th day of February, 2014.

THEATRE OF POSSIBILITY, INC.

By: _____


William R. Burdette, President