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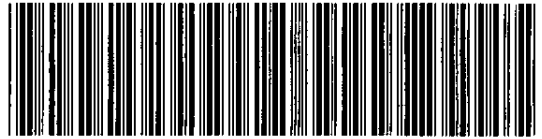
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2007 NOV - 8 P 1: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE NOV - 9 2007

**BRUCE R. ABERNETHY, JR., P.A.**

ATTORNEY AND COUNSELOR AT LAW  
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION  
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST

500 VIRGINIA AVENUE, SUITE 202  
FORT PIERCE, FLORIDA 34982-5910

TELEPHONE (772) 489-4901

FAX (772) 489-4902

November 2, 2007

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Sunrise Theatre Foundation, Inc.**

Dear Sir/Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A.	Articles of Incorporation filing fee:	\$35.00
B.	Certified copy of Articles of Incorporation:	8.75
C.	Registered Agent Designation Filing Fee:	35.00
		<hr/>
		\$78.75

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/jlb  
Enclosures

ARTICLES OF INCORPORATION

**FILED**

OF

2007 NOV -8 P 1:00

SUNRISE THEATRE FOUNDATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not for profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME.** The name of the corporation is: SUNRISE THEATRE FOUNDATION, INC. (hereafter referred to as the "Corporation").

**ARTICLE II**

**DURATION.** The Corporation shall exist perpetually.

**ARTICLE III**

**PURPOSE.** This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Specifically, the primary purpose of the Corporation is to support the Sunrise Theatre located in Fort Pierce, Florida by making contributions (a) to provide for necessary improvements to the performing facility which will thereby enhance the ability of the Sunrise Theatre to fulfill its purposes within the local community, (b) to support special concerts and educational programs featured at the facility, and (c) to support education outreach related to the Sunrise Theatre activities.

The activities of the Corporation shall include the generation of financial support for the Corporation and its purposes by the solicitation of gifts, grants, and donations, as well as engaging in various and sundry fundraising activities, conducting other independent activities supportive of the Corporation and its purposes, investing funds derived from its activities, and distributing funds to qualified persons and organizations in such amounts as may be deemed proper for the uses and purposes of the Corporation, and to do and perform generally all acts reasonably incident to the aforesaid purposes and objectives.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, directors or other individuals, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

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 any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

#### ARTICLE IV

**MEMBERS.** Membership of the Corporation shall consist solely of the Board of Directors of the Corporation as provided in Article V of these Articles of Incorporation.

#### ARTICLE V

**BOARD OF DIRECTORS.** The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with Bylaws, but shall never be less than three (3) nor more than twenty (20). The names and addresses of the initial directors of the Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Michael K. Horowitz	1076 Carolina Circle SW Vero Beach, FL 32962
Bruce R. Abernethy, Jr.	500 Virginia Ave., Suite 202 Fort Pierce, FL 34982
Dr. Maxwell C. King	1384 Heath Court Rockledge, FL 32955

**ARTICLE VI  
ADDRESSES**

The street address of the principal office of this Corporation in the State of Florida is:

117 S. 2<sup>nd</sup> Street  
Fort Pierce, FL 34950

The mailing address of the Corporation is:

117 S. 2<sup>nd</sup> Street  
Fort Pierce, FL 34950

**ARTICLE VII  
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent and registered office of the Corporation shall be:

**NAME**

**ADDRESS**

Bruce R. Abernethy, Jr.

500 Virginia Ave., Suite 202  
Fort Pierce, FL 34982

**ARTICLE VIII**

**OFFICERS.** The affairs of the Corporation shall be managed by a Chairman of the Board, a Vice-Chairman of the Board, a Secretary, a Treasurer and such other officers and agents as may be deemed necessary and proper as provided for in the Bylaws of the Corporation. All officers and agents as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the Bylaws of the Corporation or determined by the Board of Directors.

**ARTICLE IX**

**BYLAWS.** The Bylaws of the Corporation are to be made, amended, or rescinded by a majority vote of the members of the Board of Directors of the Corporation.

**ARTICLE X**

**AMENDMENT TO ARTICLES.** These Articles of Incorporation may be amended by the act of a majority vote of the members of the Board of Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

**ARTICLE XI**

**DISSOLUTION.** In the event of dissolution of the Corporation or the winding up of its affairs, all assets of the Corporation shall be distributed exclusively to an organization or organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its accompanying regulations as they now exist or as they may be hereafter amended. No member, director, officer or private individual shall be entitled to share in the distribution of any of the corporate assets upon such dissolution.

**ARTICLE XII**

**INCORPORATOR.** The name and address of the subscriber of these Articles of Incorporation are:

**NAME**

Bruce R. Abernethy, Jr.

**ADDRESS**

500 Virginia Ave., Suite 202  
Fort Pierce, FL 34982

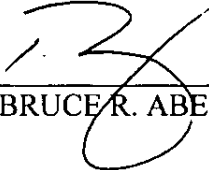
IN WITNESS WHEREOF, I have subscribed my name this 2<sup>nd</sup> day of November, 2007.

  
\_\_\_\_\_  
BRUCE R. ABERNETHY, JR.

**CERTIFICATION OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, BRUCE R. ABERNETHY, JR., having been designated as Registered Agent to accept service of process for SUNRISE THEATRE FOUNDATION, INC., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2<sup>nd</sup> day of November, 2007.

  
\_\_\_\_\_  
BRUCE R. ABERNETHY, JR.

**FILED**  
2007 NOV - 8 P 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA