

# N08000002638

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000066734 3)))



H080000667343ABC1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 641-4192

**FILED**  
08 MAR 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA PROFIT/NON PROFIT CORPORATION

NAPLES PERFORMING ARTS CENTER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

**RECEIVED**  
08 MAR 14 PM 3:36  
DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing Menu

Help

3/17/08

HO8000066734

**ARTICLES OF INCORPORATION**  
**OF**  
**NAPLES PERFORMING ARTS CENTER**  
**A Florida "Not for Profit" Corporation**

FILED  
08 MAR 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

- A. NAME OF CORPORATION:** The name of the corporation is NAPLES PERFORMING ARTS CENTER, *INC.*
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 2500 Tamiami Trail No., Suite 210, Naples, FL 34103.
- C. MAILING ADDRESS:** The mailing address of the corporation is 2500 Tamiami Trail No., Suite 210, Naples, FL 34103.
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is Filings, Inc. The address of this registered agent is 3732 Northwest 16<sup>th</sup> Street, Fort Lauderdale, FL 33311.
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

The Initial Board of Directors as is composed of three (3) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be thirty (30) provided, however that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation; AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3)

Names and Post Office Addresses of the Initial Board of Directors are:

Anthony P. Listrom  
5320 Berkeley Drive  
Naples, FL 34112  
Melanie L. Listrom

HO8000066734

Ho 80000 66734

5320 Berkeley Drive  
Naples, FL 34112

Tami Dee Jones  
6662 Mission Club Blvd. #212  
Orlando, FL 32821

**G. INCORPORATORS:** The name and address of the incorporator is:  
Filings, Inc., 3732 Northwest 16<sup>th</sup> Street, Fort Lauderdale, FL 33311.

**H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and consist of the following:

1. To provide access to and education in connection with the performing arts, supporting activities to open opportunities, create jobs, eliminate blight, and provide needed services to all ages, but specifically children.
2. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of Board of Director, any private shareholder or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for expenses rendered to individuals or businesses and to make payments and distributions as set forth in the Bylaws. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in any activities that are unlawful under federal, state or local law.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, 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.
5. All of the foregoing purposes shall be exercised exclusively

Ho 80000 66734

Ho 8000066734

charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**I. 501(c)(3) LIMITATIONS**

**1. CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**2. EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

**3. 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 charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

**4. 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.

**5. 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 to be used exclusively for charitable 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.

**6. "PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the

Ho 8000066734

HO 80000 6 6734

1  
following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. **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 Director 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 Director 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 Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

K. **AMENDMENT OF ARTICLES** - Amendments to these Articles may be proposed by a resolution adopted by the Board of Directors as set forth in the By-Laws of this Corporation.

L. **AMENDMENT OF BY-LAWS** - Subject to the limitations contained in the By-Laws, and any limitations set forth in the Florida Not for Profit Corporation Act, the By-Laws of this Corporation may be altered, rescinded, added to, or new By-Laws may be adopted according to the

HO 80000 6 6734

HO 8000066734

procedures as set forth in the By-Laws.

### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 14th day of MARCH, 2008.

Teresa Roman

### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for NAPLES PERFORMING  
ARTS CENTER, a Florida not for profit corporation.

FILINGS, INC.

Teresa Roman

Date 3/14/08

FILED  
08 MAR 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HO 8000066734