

10/17/2012 3:30:43 PM Bush

(Ross)

P.A.

(813)

223-9620 Page 2

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
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Account Number : I19990000150
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE NEW CENTURY OPERA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	857
Estimated Charge	\$43.75

Amended
Restated
10/18/12
10



October 4, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE NEW CENTURY OPERA, INC.
422 E ORANGE ST.
TARPON SPRINGS, FL 34689US

SUBJECT: THE NEW CENTURY OPERA, INC.
REF: N09000000504

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H12000241093
Letter Number: 212A00024688

RECEIVED

12 OCT 17 AM 8:07

OFFICE OF THE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Please see attached letter from
Celeste Penno.*

BUSH|ROSS

ATTORNEYS AT LAW

1801 N. Highland Avenue
Tampa, Florida 33602
(813) 224-0255 (Phone)
(813) 223-9620 (Fax)
www.bushross.com

CELESTE N. PERRINO
cperrino@bushross.com
(813) 204-6425 (Direct Line)

Mailing Address:
Post Office Box 3913
Tampa, Florida 33601-3913

October 17, 2012

Sent Via Electronic Filing


Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Irene Albritton

Re: The New Century Opera, Inc. - Reference Number N09000000504
Our File No. 013907.00001

Dear Ms. Albritton:

Thank you for taking my call this morning regarding The New Century Opera, Inc., a Florida non-profit corporation (the "Company"). As we discussed, on October 4, 2012, the Company's Amended and Restated Articles of Incorporation were rejected by Florida Department of State. The rejection notice we received indicated that the incorporator could not be amended or changed. Upon your review this morning, you agreed that the incorporator in the Amended and Restated Articles of Incorporation (Article V), Mr. Constantine J. Grame at 422 East Orange Street, Tarpon Springs, Florida 34689, was the same as in the originally filed Articles of Incorporation (Article VI). You instructed that I should refile the Amended and Restated Articles of Incorporation. Should you have any questions or need any additional information, please feel free to contact me directly via the above listed contact information.

Sincerely,



Celeste N. Perrino

Enclosure



October 3, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE NEW CENTURY OPERA, INC.
422 E ORANGE ST.
TARPON SPRINGS, FL 34689US

SUBJECT: THE NEW CENTURY OPERA, INC.
REF: N09000000504

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H12000241093
Letter Number: 712A00024578

RECEIVED
12 OCT -4 AM 8:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Facsimile Audit No.: H12000241093 3

CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NEW CENTURY OPERA, INC.

THE NEW CENTURY OPERA, INC., a Florida not-for-profit corporation (the "Corporation") organized under the Florida Not For Profit Corporation Act, does hereby certify as follows:

1. The original Articles of Incorporation of the Corporation (the "Original Articles") were filed with the Florida Secretary of State on July 16, 2009 and were assigned document number N09000000504 with the Florida Secretary of State.

2. By written action dated September 30, 2012, the Board of Directors unanimously approved that the Articles of Incorporation of the Corporation be amended and restated in their entirety in the form attached hereto as Exhibit A (the "Restated Articles").

3. The corporation does not have any members.

4. As such, the Restated Articles do not contain an amendment to the articles of incorporation that require member approval.

5. The Amended Articles supersede the Original Articles, and any and all amendments thereto, in their entirety.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this certificate on this 4th day of October, 2012.

THE NEW CENTURY OPERA, INC.

By: 
Constantine J. Grame, President

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EXHIBIT A

to the

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NEW CENTURY OPERA, INC.**

12 OCT 17 AM 10:25
DIVISION OF CORPORATE AFFAIRS
STATE OF NEW YORK

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NEW CENTURY OPERA, INC.**

(a Florida not-for-profit corporation)

The New Century Opera, Inc. (the "Corporation"), a Florida not-for-profit corporation (Florida Document #N09000000504), filed its Articles of Incorporation with the Florida Department of State, Division of Corporation on January 16, 2009, as amended by Articles of Amendment to Articles of Incorporation filed with the Florida Department of State, Division of Corporation on June 3, 2010 (collectively, the "Original Articles"). The undersigned, the duly authorized president of the Corporation, does hereby certify that the Original Articles are amended and restated in their entirety to read as follows:

**"ARTICLE I
NAME**

The name of the corporation shall be THE NEW CENTURY OPERA, INC. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its principal office and mailing address shall be 422 East Orange Street, Tarpon Springs, Florida 34689.

**ARTICLE II
ADDRESS OF REGISTERED OFFICE**

The street address of the registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida 33602 and the name of the Registered Agent of this Corporation at that address is Bush Ross Registered Agent Services, LLC.

**ARTICLE III
PURPOSE**

The Corporation shall be organized exclusively for charitable, religious, 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, or any corresponding section of any future federal tax code (the "Code"). The objective of the Corporation shall be to bring an appreciation of opera to audiences of all interests and backgrounds. To achieve this objective, the Corporation shall be authorized to carry out the following activities:

- a. to provide supplemental funding and to enhance the cultural programs and services offered by the City of Tarpon Springs, Florida;
- b. to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and Section 509(a)(1) of the Code;
- c. to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation;

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d. the Corporation shall have a racially non-discriminatory policy and shall not discriminate on the basis of race, color or national or ethnic origin;

e. to act as trustee under any trust or endowment incidental to the principal objects of the Corporation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the not-for-profit purposes of the Corporation;

f. no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

g. the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

h. the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

i. the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 501(c)(3) of the Code; and

j. to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives.

ARTICLE IV **MEMBERSHIP**

The Corporation shall be organized as an entity without members.

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ARTICLE V
INCORPORATORS

The name and address of the incorporator of this Corporation is:

Name

Address

Constantine J. Grame

422 East Orange Street
Tarpon Springs, Florida 34689

ARTICLE VI
OFFICIAL BOARD OF DIRECTORS/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by the Board of Directors, who shall elect the following officers: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the current Board of Directors until their successors are elected and qualified are as follows:

Constantine J. Grame
422 East Orange Street
Tarpon Springs, Florida 34689

Lauren M. Grame
422 East Orange Street
Tarpon Springs, Florida 34689

John Bierchen
1495 Premier Village Way
Clearwater, Florida 33764

Randon Scholet
2761 Northridge Drive East
Clearwater, Florida 33761

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ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or restated at any regular meeting or a special meeting of the Board of Directors by a majority vote of the Board of Directors then in office.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or local government for exclusive public use.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE XI
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

Facsimile Audit No.: H12000241093 3

The foregoing Amended and Restated Articles of Incorporation were approved by the Corporation's Board of Directors pursuant to a Written Action of the Board of Directors dated as of the date hereof. These Amended and Restated Articles of Incorporation shall become effective as of the close of business on the date they are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be prepared under the signature of the President this 30th day of September, 2012.

THE NEW CENTURY OPERA, INC.

By: 
Constantine J. Grame, President

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Corporation, and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC

By: 
Celeste N. Perrino, Vice President