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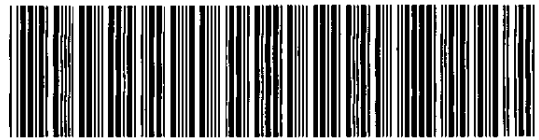
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRS
6/12

SWANN & HADLEY

PROFESSIONAL ASSOCIATION

Pervie P. Swann (1895-1984)
L. Pharr Abner
Sharon B. Abner
Karen M. Brown
Stuart P. Buchanan
Terrance H. Dittmer

Attorneys and Counselors at Law
Since 1924
www.swannhadley.com

Ralph V. Hadley, III
Bonnie J. Jackson
Jeffry R. Jontz
Richard A. Leigh
Richard R. Swann
Kathryn A. Wiltse

June 10, 2009

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

RE: Florida Opera Theatre, Inc.
Our File No. 20957

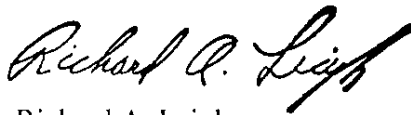
Gentlemen:

I enclose herewith an original and one copy of the Articles of Incorporation for Florida Opera Theatre, Inc., together with our check in the amount of \$78.75 to cover the following:

1.	Filing Articles of Incorporation	\$35.00
2.	Certified copy of Articles of Incorporation	8.75
3.	Registered Agent Fee	<u>35.00</u>
	Total	<u>\$78.75</u>

Please return the certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,



Richard A. Leigh
RAL/jas
Enclosures

SIGNED IN ATTORNEY'S ABSENCE
TO PREVENT DELAY IN MAILING.

**ARTICLES OF INCORPORATION
OF
FLORIDA OPERA THEATRE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not-for-profit pursuant to Florida Statute §617 and do hereby make and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is **FLORIDA OPERA THEATRE, INC.**

ARTICLE II: NOT FOR PROFIT

The Corporation is a corporation not-for-profit as defined in Florida Statutes §617.01401. The Corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III: DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE IV: PURPOSE

This corporation is organized, and shall be operated exclusively, for the following:

A. To encourage the development of and appreciation for the singing, performance and production arts.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V: LIMITATION

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other

provision of these articles, this corporation shall not carry on any other 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 provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE VI: MEMBERSHIP

Section 1. Qualification. Membership in the Corporation shall be open to all who desire to help promote Florida Opera Theatre, Inc.

Section 2. Classes of Membership. There shall be established the following classes of membership:

A. Active Members: Active members shall be required to serve on one major project or committee and are expected to participate in all activities of the Corporation wherever possible. Married individuals are invited to participate as a couple in the Active membership category.

B. Associate Members: Associate Members are those persons whose participation, active or financial, in the projects of the Corporation are not required, but are encouraged. Associate Members may not vote or hold office.

C. Life Members: Life Members shall be classified as Active and shall enjoy all privileges of the Corporation, with appropriate honors.

D. Honorary Members: Honorary Members are those persons who may from time to time, be designated by the Board of Directors.

ARTICLE VII: PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 1031 W. Morse Blvd., Suite 350, Winter Park, Florida 32789, and the name and address of the Registered Agent are Swann & Hadley, PA, 1031 W. Morse Blvd., Suite 350, Winter Park, Florida 32 789.

ARTICLE VIII: BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Directors shall be elected as set forth in the Bylaws. The

Bylaws may provide for *ex officio* and honorary Directors and their rights and privileges. The name and address of each current Director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julie Bittner	6025 Lexington Park Orlando, Florida 32819
Constance E. Brand	1521 W. Lake Ivanhoe Boulevard Orlando, Florida 32804
Ann C. Fox	3936 Bayview Drive Orlando, Florida 32806
Beatrice Hancock	1520 Delaney Avenue Orlando, Florida 32806
Judith K. Lee	12 Barnard Court Maitland, Florida 32751
Barbara Robinson	2053 Siesta Lane Orlando, Florida 32804
Judith H. Thompson	210 Pine Cone Lane Longwood, Florida 32779
M. Lee Wilson	812 So. Lake Davis Drive Orlando, Florida 32806

ARTICLE IX: OFFICERS

The officers of the corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Members at such time and in such manner as prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>President</u>	Ann C. Fox 3936 Bayview Drive Orlando, Florida 32806
<u>Vice President</u>	Beatrice Hancock 1520 Delaney Avenue Orlando, Florida 32806

Second Vice President

M. Lee Wilson
812 So. Lake Davis Drive
Orlando, Florida 32806

Recording Secretary

Julie Bittner
6025 Lexington Park
Orlando, Florida 32819

Corresponding Secretary

Constance E. Brand
1521 W. Lake Ivanhoe Boulevard
Orlando, Florida 32804

Treasurer

Judith H. Thompson
210 Pine Cone Lane
Longwood, Florida 32779

Assistant Treasurer

Judith K. Lee
12 Barnard Court
Maitland, Florida 32751

President Emeritus

Barbara Robinson
2053 Siesta Lane
Orlando, Florida 32804

ARTICLE X: BY-LAWS

The Bylaws of this corporation are to be made and adopted by the Members and may be altered, amended or rescinded by the board of Directors, as provided therein.

ARTICLE XI: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XII: NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XIII: INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE XIV: DISSOLUTION

On the dissolution of this corporation the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time 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, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall revert to a qualified not for profit, 501(c)(3) organization dedicated to furthering the singing and production of the performing arts.

ARTICLE XV: INCORPORATORS

The name and address of each Incorporator is as follows:

NAME

Ann C. Fox

ADDRESS

3936 Bayview Drive
Orlando, Florida 32806

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 3rd day of June, 2009.

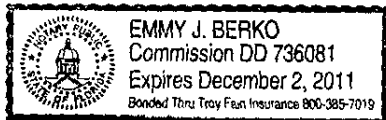


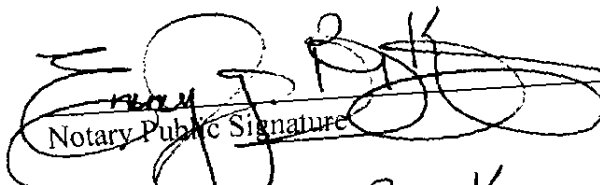
ANN C. FOX

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared ANN C. FOX, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 3rd day of June, 2009.




Notary Public Signature
EMMY J. BERKO
Notary Public Printed Name
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of **FLORIDA OPERA THEATRE, INC.** which is contained in the foregoing Articles of Incorporation.

SWANN & HADLEY, P.A.

By: _____

Richard A. Leigh
Attorney

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09 JUN 12 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA