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Division of Corporations

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GAIL S ANDRE

Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

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**FLORIDA PROFIT/NON PROFIT CORPORATION
GARDEN THEATRE COMPANY**

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May 3, 2010

FLORIDA DEPARTMENT OF STATE

LOWNDES, DROSDICK, DOSTER, KANTON & REED P.A.
Division of Corporations

SUBJECT: GARDEN THEATRE COMPANY
REF: W10000021139

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.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000105727
Letter Number: 210A00010889

May 4, 2010

Please note that the corporate name has been changed to reflect "Garden Theatre, Inc." Please arrange filing of the articles with a filing date of April 30, 2010, the date of the initial submission for filing. Thank you.

H100001057

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 APR 30 PM 4:42

FILED

ARTICLES OF INCORPORATION**OF****GARDEN THEATRE, INC.****(A FLORIDA CORPORATION NOT FOR PROFIT)**

The undersigned, acting as incorporator of Garden Theatre, Inc. (the "Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

ARTICLE I**NAME OF CORPORATION, MAILING ADDRESS****AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be Garden Theatre, Inc. The mailing address of the Corporation is, and its principal office shall be located at 160 W. Plant Street, Winter Garden, Florida 34787.

ARTICLE II**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 884 S. Dillard Street, Winter Garden, Florida, and the name of the initial registered agent for the Corporation shall be C. Nick Asma.

ARTICLE III**PURPOSES**

The purposes of the Corporation shall as follows:

- A. To produce plays, movies, and musical performances thereby stimulating interest in the arts, drama, music and theatre; and
- B. To actively support and promote the Garden Theatre programs; and
- C. To raise and maintain funds for the use and benefit of the Corporation's purposes;
- D. Any other lawful purpose under the laws of the State of Florida for which a non-profit corporation may be formed.

Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

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In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617 of Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V

MEMBERSHIP

The terms and conditions regulating membership in the Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE VI

TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this Corporation are as follows:

William A. Beckett

215 North Eola Drive
Orlando, Florida 32801

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ARTICLE VIII**BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Rebecca Roper Stafford

1355 Kelso Blvd.
Windermere Florida 34786

Keith E. Smith

12218 Windermere Crossing Circle
Winter Garden, Florida 34787

Michelle R. McKenna

231 White Dogwood Lane
Ocoee, Florida 34761

ARTICLE IX**DEDICATION OF ASSETS AND DISSOLUTION**

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X**BYLAWS**

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

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ARTICLE XI**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 2nd day of April, 2010, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


William A. Beckett, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Garden Theatre, Inc.


C. Noel, Registered Agent

FILED

2010 APR 30 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA