

N110000004176

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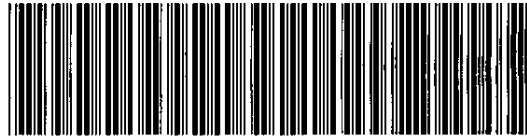
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DIVISION OF CORPORATIONS
11 AUG 15 PM 3:43

Amended
Restated
10 8/15/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 8, 2011

LEONARD ALTERMAN
4035 ATLANTIC BOULEVARD
JACKSONVILLE, FL 32207

SUBJECT: THE 5 & DIME, INC.
Ref. Number: N11000004176

We have received your document for THE 5 & DIME, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 311A00018591

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11 AUG 15 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE 5 & DIME, INC.

The undersigned natural persons, for the purpose of organizing and incorporating a Florida not for profit corporation adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is THE 5 & DIME, INC.

ARTICLE II

This is a non-profit corporation organized solely for general charitable and educational purposes pursuant to Florida Not for Profit Corporation Act.

ARTICLE III

The specific purposes for which this Corporation is formed are:

a) Production of theatrical performances and providing educational opportunities for actors, directors and others involved in theater arts.

The general purposes for which this Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

ARTICLE IV

The property of this Corporation is irrevocably dedicated to the charitable and educational purposes set forth herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to the benefit of any private individual.

ARTICLE V

The street address of the principal office of the Corporation is: 7150 Deerfoot Point Circle, Unit 2, Jacksonville, FL 32256.

The name of the Registered Agent for service of process of that office shall be: Staci Cobb.

ARTICLE VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. There shall be at least (3) Directors constituting the Board of Directors. The names and addresses of each person who is to serve as a member of the initial Board of Directors who shall serve until the first meeting of directors are:

1. Judy Gould
1885 Bluebonnet Way
Fleming Island, FL 32003
2. Lee Hamby
12814 Gillespie Avenue
Jacksonville, FL 32218
3. Zeina Salame
20 Mirror Lake Drive
Ormond Beach, FL 32174
4. Joshua Taylor
421 W. Church Street, Suite 624
Jacksonville, FL 32202

The manner in which the Directors are elected is as stated in the Bylaws.

ARTICLE VII

The name and address of each Incorporator of this Corporation is as follows:

Lee Hamby
12814 Gillespie Avenue
Jacksonville, FL 32218

ARTICLE VIII

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or Corporation organized and operated exclusively for a charitable purpose which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE IX

These Articles of Incorporation may be amended by amendment approved by a majority vote of the Directors of this Corporation at any meeting of the Directors of the Corporation, provided that if the meeting is other than a regular meeting of the Corporation, notice of the meeting and the proposed amendment shall be served upon all Directors of the Corporation at least 10 days before the meeting, at which the amendment is proposed.

ARTICLE X

The Corporation shall not engage in any activities which would disqualify it as a tax exempt organization under the United States Internal Revenue Code. It is the policy of this corporation not to discriminate, and the corporation shall not discriminate against anyone on any basis which would violate any state or federal anti-discrimination laws.

ARTICLE XI

The Corporation shall have all powers granted corporations not-for-profit under Chapter 617 of the Florida Statutes as the same may be amended from time to time. In addition, the Board of Directors may grant such further powers to the Corporation as it may deem appropriate in the Corporation's Bylaws or otherwise as long as such powers are not in conflict with any applicable law. However, despite anything herein to the contrary, the Corporation shall exercise only such powers and conduct only such activities as are in furtherance of one or more of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code as that section may from time to time be amended.

ARTICLE XII

The Board of Directors may from time to time establish provisions for memberships in the Corporation separate from the Board of Directors.

ARTICLE XIII

This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE XIV

- ! Said corporation is organized exclusively for charitable and educational 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 1954 (or the corresponding provision of any future United States Internal Revenue Law); provide

charitable services to the general public and to carry on any lawful business activities allowed by nonprofit corporations in the State of Georgia, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code.

- ! No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the 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 Article 3 hereof. 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 other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- ! The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- ! Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by

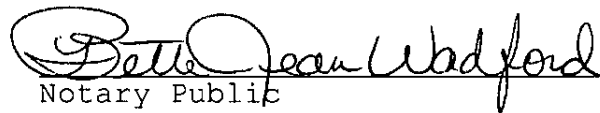
the Circuit Court of Duval County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the incorporators of the Corporation,
have caused these Articles of Incorporation to be signed this
4 day of August, 2011.


LEE HAMBY

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by LEE
HAMBY this 4th day of August, 2011.


Notary Public
State of Florida at Large
My Commission expires:



BETTE JEAN WADFORD
MY COMMISSION # EE 006786
EXPIRES: September 15, 2014
Bonded Thru Budget Notary Services

Certificate of Approval

The date of each amendment(s) adoption: August 4, 2011
(date of adoption is required)

Effective date if applicable: August 4, 2011
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/12/11

Signature Lee Hamby
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lee Hamby
(Typed or printed name of person signing)

Incorporator + Director
(Title of person signing)