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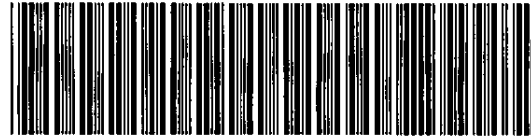
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R. WHITE

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The 5 & Dime, Inc

Name of Corporation

**DOCUMENT NUMBER:** N11000004176

The enclosed ~~AMENDED AND RESTATED ARTICLES OF INCORPORATION AND FEEABLE SUBMITTED~~  
~~FOR FILING~~

Please return all correspondence concerning this matter to the following:

**Laurel Wilson, Esq**

Name of Contact Person

Firm/Company

**1739 Sunset Drive**

Address

**Jacksonville Beach, FL 32250**

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Laurel Wilson**

Name of Contact Person

at ( **904** ) **993-2563**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status &  
Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**THE 5 & DIME, INC.**

14 JAN 27 PM 1:59

JAN 27 2014

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- NAME OF CORPORATION**

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

**ARTICLE II- NON-PROFIT CORPORATION**

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

**ARTICLE III- PURPOSES**

The specific purposes for which this Corporation is formed are:

- a) Production of theatrical performances, educational opportunities and community engagement.

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-PROPERTY FOR CHARITABLE PURPOSES**

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- COMMENCEMENT OF CORPORATION**

The commencement of this corporation's existence shall be at the time of filing of the original Articles of Incorporation with the Florida Department of State. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

**ARTICLE VII – ADDRESS AND REGISTERED AGENT**

As of the effective date of these Amended and Restated Articles of Incorporation the street address of the principal office of the Corporation is 3625 Ernest Street Jacksonville, FL 32205

As of the effective date of these Amended and Restated Articles of Incorporation the name of the Registered Agent for service of process of that office shall be Krysten Bennett.

## **ARTICLE VIII - BOARD OF DIRECTORS**

The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Directors. There shall be at least (3) Directors constituting the Board of Directors. As of the effective date of this Amended and Restate Articles of Incorporation the names and addresses of the persons making up the Board of Directors are:

Toni Philips  
11667 Jonathan Road  
Jacksonville, FL 32225

Josh Waller  
3625 Ernest Street  
Jacksonville, FL 32205

Wilson, Laurel  
1739 Sunset Drive  
Jacksonville, FL 32250

Krysten Bennett  
3625 Ernest Street  
Jacksonville, FL 32205

Caryl Butterly  
923 Parkridge Circle East  
Jacksonville, FL 32211

Lee Hamby  
2814 Gillespie Way  
Jacksonville, FL 32218

Carl Vorwerk  
8819 San Rae Road  
Jacksonville, FL 32257

Kimberly Schnepf  
1664 Swimming Salmon Place South  
Jacksonville, FL 32225

Daniel Austin  
2228 Herschel Street  
Jacksonville, FL 32204

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

## **ARTICLE IX- DISSOLUTION**

Upon dissolution of this corporation, the Board of Directors shall, after paying making or provision of payment of all debts and liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes which has established its tax-exempt status under Section 501(3) (c) of the Internal Revenue Code of 1954 or the corresponding subsequent federal tax law, as the Board of Directors shall determine. Any such assets so disposed of shall be disposed of by the Circuit Court of Duval County for such purposes or to such organizations, as said Court shall determine.

## **ARTICLE X – AMENDMENT OF THE ARTICLES**

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 XI- NO DISQUALIFYING ACTIVITY**

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 the 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 XII-POWERS**

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 XIII - MEMBERSHIP**

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

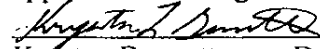
#### **ARTICLE XIV – NO POLITICAL PURPOSE**

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.

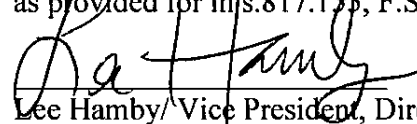
#### **ARTICLE XV – INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 5/16/14  
Krysten Bennett      Date  
/Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

 5/16/14  
Lee Hamby/ Vice President, Director      Date

Certificate of Approval

The date of each amendment(s) adoption: May 12, 2014.

Effective Date: May 12, 2014.

Adoption of Amendments(s)

There are no members or members entitled to vote on the amendment(s). The amendment(s) were adopted by the Board of Directors.

Dated: 5/16/14

Signature: Lee Hamby  
Lee Hamby, Vice President, Director