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FLORIDA PROFIT/NON PROFIT CORPORATION PROFESSIONAL LEARNING AND THEATRICAL ORGANIZATION

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# ARTICLES OF INCORPORATION Professional Learning and Theatrical Organization, Inc.

A Florida Not-For-Profit Corporation

The undersigned authorized officer pursuant to the provisions of Florida Statute 617.1007 does hereby set forth the duly adopted Restatement of Articles of Incorporation.

## ARTICLE I NAME OF CORPORATION

The name of the corporation is: Professional Learning and Theatrical Organization, Inc. and the principal address of the corporation is: 25 North Pineapple Avenue, Sarasota, Florida 34236.

#### ARTICLE II

The Registered Agent of the corporation is Kyle Ennis Turoff, whose address is 25 North Pineapple Avenue, Sarasota, Florida 34236.

# ARTICLE III CORPORATE EXISTENCE

The period of duration of this corporation is perpetual.

## ARTICLE IV PURPOSES

The purposes for which the corporation is organized are as follows:

- 1. To function as a non-profit charitable organization for the primary purpose of educating, encouraging and providing training to individuals for acting, singing and dancing professions, in theater management and the staging and production of theatrical performances, in order to enhance professional and employment opportunities.
- 2. To provide internships in those purposes set forth in paragraph 1, to conduct educational forums, workshops, summer training programs and performances in the public and private schools.
- 3. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (e) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- 4. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real

or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

- 5. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.
- 6. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, 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 herein. 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.
- 7. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501 (c) (3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article III.

### ARTICLE V POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, in the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

## ARTICLE VI MEMBERSHIP

Any natural person, corporation or business entity may become a general member of the corporation. Corporation membership shall be available without regard to race, color, country of origin or sexual orientation.

The corporation shall not have any voting members.

## ARTICLE VII DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than three (3) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

### ARTICLE VIII

The name and addresses of each initial incorporators are:

25 North Pincapple Avenue, Sarasota, FL 34236 5674 Bee Ridge Road Ext., Sarasota, FL 34241 5536 Country Club Way, Sarasota, FL 34243
5536 Country Club Way, Sarasota, FL 34243
6235 Flagfish Court, Bradenton, FL 34202
3542 Greenview Court, Sarasota, FL 34231
5760 Bee Ridge Road Ext., Sarasota, FL 34241
3424 Tanglewood Drive, Sarasota, FL 34234
28601 104th Drive, Myakka City, FL 34251
4734 Country Manor Drive, Sarasota, FL 34233
240 S. Pineapple Ave., Ste 100, Sarasota, FL 34236

## ARTICLE IX OFFICERS

Section 1: The officers of the corporation shall be President, Chairman, First Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who now serve as officers of the corporation are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President & Chairman	Kyle Ennis Turoff	25 North Pincapple Avenue
	-	Sarasota, FL 34236
First Vice President	Eva Slane	5536 Country Club Way
		Sarasota, FL 34243

Secretary

Dianne Dawson

3332 McCain Lane

North Port, FL 34286

Treasurer

Felicia Antolik

3542 Green View Court

Sarasota, FL 34231

# ARTICLE X BYLAWS

<u>Section 1</u>: The Board of Trustees of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

# ARTICLE XI AMENDMENTS

<u>Section 1</u>: These Articles of Incorporation may be amended at a special meeting of the director called for that purpose, by a majority vote of those present.

IN WITNESS WHEREOF, the undersigned President/Chairperson has executed these

Articles of Incorporation this ZZ day of July, 2011

Cyle Ennis Turoff

## CERTIFICATE OF DESIGNATION ' REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida.

- 1. The name of the corporation is: <u>Professional Learning and Theatrical Organization</u>, <u>Inc.</u>
- 2. The registered agent and office is:

Kylc Ennis Turoff 25 NorthPineapple Avenue Sarasota, FL 34236 11 JUL 22 PH 12: 23

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

Date:

**REGISTERED AGENT FILING FEE: \$35.00** 

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