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RESTATED ARTICLES OF INCORPORATION
Professional Learning and Theatrical Organization, Inc.
A Florida Not-For-Profit Corporation
Previously filed on July 22, 2011

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 (c) (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

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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.

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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:

Kyle Ennis Turoff	25 North Pineapple Avenue, Sarasota, FL 34236
Roberta MacDonald	5674 Bee Ridge Road Ext., Sarasota, FL 34241
Eva Slane	5536 Country Club Way, Sarasota, FL 34243
Dianne Dawson	6235 Flagfish Court, Bradenton, FL 34202
Felicia Antolik	3542 Greenview Court, Sarasota, FL 34231
Harold Cadle	5760 Bee Ridge Road Ext., Sarasota, FL 34241
Linda Larsen	3424 Tanglewood Drive, Sarasota, FL 34234
Paul Thatcher	28601 104 th Drive, Myakka City, FL 34251
Shirley Brown	4734 Country Manor Drive, Sarasota, FL 34233
David Schugol	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 Pineapple Avenue Sarasota, FL 34236
First Vice President	Eva Slane	5536 Country Club Way Sarasota, FL 34243
Secretary	Dianne Dawson	3332 McCain Lane

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Treasurer

Felicia Antolik

North Port, FL 34286
3542 Green View Court
Sarasota, FL 34231

ARTICLE X BYLAWS

Section 1: 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 TAX EXEMPT CORPORATION

Section 1. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 2. Notwithstanding any other provisions 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 IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 4. It is the intention of this Corporation to remain qualified for tax exempt status. No part of the Corporation's earnings or profits shall inure to any general member or elected voting director. Anything herein to the contrary, it is the intention of the Corporation to remain qualified as a tax exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended. Any provisions of these By-Laws which would cause the Corporation to fail to remain qualified for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

ARTICLE XII AMENDMENTS

Section 1: 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.

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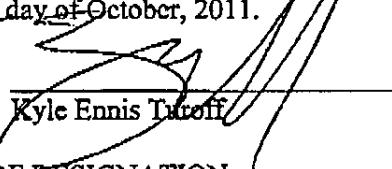
JOHNSON BROWNING CLAYTON

(FAX) 9419517702

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IN WITNESS WHEREOF, the undersigned President/Chairperson has executed these Restated Articles of Incorporation this 27 day of October, 2011.


Kyle Ennis Turoff

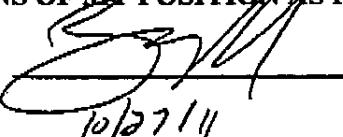
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: Professional Learning and Theatrical Organization, Inc.
2. The registered agent and office is:

Kyle Ennis Turoff
25 NorthPineapple Avenue
Sarasota, FL 34236

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: 10/27/11

REGISTERED AGENT FILING FEE: \$35.00

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JOHNSON BROWNING CLAYTON

(FAX) 941 951 7702

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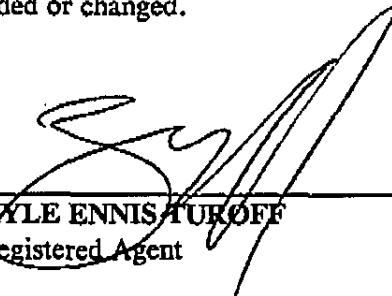
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**CERTIFICATE STATING THE RESTATEMENT WAS ADOPTED BY THE
BOARD OF DIRECTORS AND DOES NOT CONTAIN ANY AMENDMENTS
REQUIRING MEMBER APPROVAL**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That **PROFESSIONAL LEARNING AND THEATRICAL ORGANIZATION,
INC.**, has filed a restatement of the Articles of Incorporation. The restatement was adopted by
the board of directors and does not contain any amendments requiring member approval.

The incorporators have not been amended or changed.

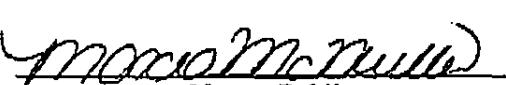


KYLE ENNIS TUROFF
Registered Agent

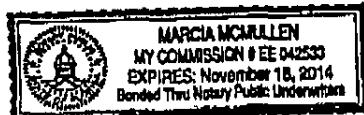
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, KYLE ENNIS TUROFF, who affixed her signature to the foregoing instrument, who being first duly sworn, acknowledged to me that she affixed her signature to the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Sarasota, Sarasota County, Florida, this 27 day of October, 2011.



Marcia McMullen
Notary Public



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