

N11890

JOE D. MATHENY

ATTORNEY AT LAW
355 INDIAN RIVER AVENUE
TITUSVILLE, FLORIDA
(407) 267-3733

FAX
(407) 267-3736

PLEASE REPLY TO:
P.O. BOX 6526
TITUSVILLE, FL 32782-6526

June 21, 1999

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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*****35.00 *****35.00

ATTENTION: THELMA LEWIS
AND/OR
VELMA SHEPARD, CORPORATION SPECIALIST

Re: THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.

Dear Ms. Lewis and/or Ms. Shepard:

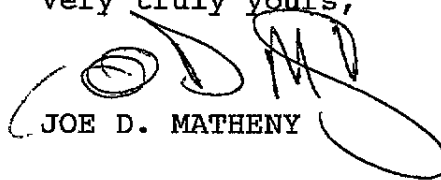
Enclosed please find for filing with the Division of Corporations the following:

- (1) Original First Amended and Restated Articles of Incorporation;
- (2) Original Resolution of the corporation;
- (3) Original Acknowledgment for Resident Agent; and
- (4) Original Resolution of Brevard Community College approving these filings.

Please return the original Resolution of Brevard Community College as it is also applicable to subsequent filings by other corporations. A check in the amount of \$35.00 is enclosed for filing fees.

Please return a conformed copy of the Articles to the undersigned. Thank you for your assistance in this matter.

Very truly yours,


JOE D. MATHENY

dch
Enclosures

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99 JUL 28 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
T. LEWIS JUL 28
JUL 28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 7, 1999

JOE D. MATHENY, ESQ.
P. O. BOX 6526
TITUSVILLE, FL 32782-6526

SUBJECT: THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

In accordance with our telephone conversation, I am returning the attached document. Please put the correct name in the heading.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 599A00035198

FIRST AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.

(Formerly known as COCOA VILLAGE PLAYHOUSE, INC.)

A Florida Not for Profit Corporation

Pursuant to the provisions of Section 617 of the Florida Statutes, the Corporation adopts the following First Amended and Restated Articles of Incorporation. These First Amended and Restated Articles of Incorporation also serve to change the name of the corporation from "COCOA VILLAGE PLAYHOUSE, INC.," to "THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC."

ARTICLE I

NAME

THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.

(Formerly known as COCOA VILLAGE PLAYHOUSE, INC.)

ARTICLE II

PURPOSE

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, and educational purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted

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THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3), or by a Corporation qualified as a public charity under Section 509(a)(1), of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be as follows:

This Corporation is formed for the purpose of encouraging the performing arts and aid in their execution through providing a performing arts facility and other activities and for any and all other lawful purposes or purposes for which a not for profit corporation may be organized; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

This Corporation is organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of Brevard Community College.

This Corporation is a direct support organization of Brevard Community College; and, it has been certified by Brevard Community College as operating in a manner consistent with the goals of Brevard Community College and in the best interest of the State of Florida. The purpose of the Corporation is to exist as a direct support organization within the meaning of Florida Statute 240.331. The Corporation shall comply with and abide by all of the policies and procedures pertaining to said organization and promulgated by the District Board of Trustees of Brevard Community College from time to time.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to the District Board of Trustees of Brevard Community College, a body politic and public corporation organized and existing under the laws of the State of Florida. In the event Brevard Community College does not qualify to receive, is not then in existence, or to the extent that it may be prohibited by applicable law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which as the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Code as the Board of Directors of the Corporation

may determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

ARTICLE III

ANNUAL AUDIT

The Corporation shall make provisions for an annual post audit of its financial accounts to be conducted by an independent certified public accountant in accordance with rules to be promulgated by the District Board of Trustees of Brevard Community College. The annual audit report must be submitted to the Auditor General, the State Board of Community Colleges, and the Brevard Community College Board of Trustees for review. The Board of Trustees and the Auditor General may require and receive from the Corporation or from its independent auditor any detail or supplemental data relative to the operation of the organization. The identity of the donors who desire to remain anonymous shall be protected, and that anonymity shall be maintained in the auditor's report. All records of the organization, other than the auditor's report, any information necessary for the auditor's report, any information related to the expenditure funds, and any supplemental data requested by the Board of Trustees and the Auditor General,

shall be confidential and exempt from the provisions of Florida Statutes 119.07(1).

ARTICLE IV

ANNUAL BUDGETS AND REPORTS

The Corporation shall submit to the Brevard Community College Board of Trustees its federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990).

ARTICLE V

INTRA-TRANSACTIONS/AGREEMENTS

Any transaction or agreement between this Corporation and any other direct support organization of Brevard Community College or between this Corporation and any center of technology innovation designated under Florida Statute 240.3335 must be approved by the District Board of Trustees.

ARTICLE VI

POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited by the

restrictions set forth in these Articles of Incorporation and the Bylaws; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

LIMITATION OF POWERS

In addition to the limitations and restrictions otherwise stated in these Articles of Incorporation, the Corporation:

(1) Shall seek and obtain the approval of the District Board of Trustees of Brevard Community College of any proposed changes to these or any amendments to the Articles of Incorporation.

(2) Shall seek and obtain approval of the District Board of Trustees of Brevard Community College for any amendment to the Bylaws of the Corporation.

(3) The Board members of the Corporation and Committee members shall be selected with consideration for broad community membership and regular rotation of said members and Committee members. Board members shall have term limits as set forth in the Bylaws of the Corporation.

(4) The Corporation shall comply with all Brevard Community College policies and procedures.

(5) All employees of the Corporation are subject to all Brevard Community College policies and procedures.

(6) The annual budget process for the Corporation shall be completed and submitted to the Brevard Community College Board

of Trustees annually and prior to or contemporaneously with the development of the annual budget for Brevard Community College.

(7) Except for those members who now serve, College employees may not serve as members of the Corporation Board. As College employees rotate off of the Board, they will be replaced by members who are not College employees.

(8) The Corporation shall develop and implement an investment policy, a finance committee policy, a real estate policy and an operational policy addressing long-term contracts for the Corporation. These policies shall require the approval of the District Board of Trustees.

(9) All Corporate regular and special board meetings and executive committee meetings shall be subject to the Florida Government in the Sunshine Law.

(10) The Corporation shall not permit any outside organization to use any College address or the address of the Corporation unless approved by the District Board of Trustees based upon the recommendation of the President of Brevard Community College.

(11) The Corporation shall comply and with and abide by all Florida laws pertaining to Direct Support Organizations of Community Colleges as adopted by the Florida Legislature from time to time.

(12) Any transaction or agreement between this Corporation and another direct-support organization of Brevard

Community College and center of technology innovation designated under s. 240.3335 must be approved by the District Board of Trustees of Brevard Community College.

ARTICLE VII

MEMBERSHIP

Subject to limitations set forth in Article VI, the members of the Corporation shall be the Directors thereof; and, the members shall be selected in accordance with Article XI of this Charter.

ARTICLE VIII

TERM

The term of the Corporation shall be perpetual.

ARTICLE IX

(INTENTIONALLY LEFT BLANK)

ARTICLE X

OFFICERS

The names and addresses of the present officers of the Corporation are as follows:

<u>Office</u>	<u>Name & Address</u>
Chairperson	Robert O. Carman c/o Wuesthoff Health Systems P.O. Box 5002 Rockledge, FL 32955
Past Chairperson	Scott Baughan P.O. Box 560695 Rockledge, FL 32956-0695

Vice Chairperson	Ned Kellar 1770 Cedar Street Rockledge, FL 32955
Secretary	Sara Barnhart 1265 Leslie Drive Merritt Island, FL 32952
Treasurer	Dewey Harris P.O. Box 129 Cocoa, FL 32923

ARTICLE XI

DIRECTORS

11.1 Number

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) and no more than seventeen (17) members, the exact number of Directors to be specified in the Bylaws of the Corporation.

11.2 Composition, Election and Tenure

(a) The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the Board's responsibilities. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

(b) The Chairperson of the District Board of Trustees of Brevard Community College shall appoint a representative to the Board of Directors and the Executive Committee of the Corporation. The District President of Brevard Community College or his designee

shall also serve on the Board of Directors and the Executive Committee of the Corporation.

11.3 Powers

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. The power of the Board of Directors shall be subject to the limitations of Florida law and the Brevard Community College policies and procedures in effect from time to time.

11.4 Board of Directors

The names and addresses of the members of the existing Board of Directors who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Bob Anderson	1292 St. Andrews Drive Rockledge, FL 32955
John Banks	First Union National Bank 700 South Babcock, Suite 201 Melbourne, FL 32901
Sara Barnhart	1265 Leslie Drive Merritt Island, FL 32952
Scott Baughan	P.O. Box 560695 Rockledge, FL 32956-0695
Gail Biddix	444 Blue Jay Lane Satellite Beach, FL 32937
Bob Carman	Wuesthoff Health Systems P.O. Box 5002 Rockledge, FL 32955

Joan Cerow	Community Association Manager Viera East Community Association, Inc. 7380 Murrell Road, Suite 201 Viera, FL 32940
Sheila Dreher	657 Spring Lake Drive Melbourne, FL 32940
Dewey Harris	P.O. Box 129 Cocoa, FL 32923
Terry Allen Jones	1797 Mallard Lake Road Melbourne, FL 32940
Ned Kellar	Circles of Care 1770 Cedar Street Rockledge, FL 32955
Rachel Moehle	115 Escambia Lane, Unit #405 Cocoa, FL 32931
Susan Freeland Perers	Vice President, Corporate Development American Business Interiors 2015 South Waverly Place Melbourne, FL 32901
Chuck Rowland	5300 Ocean Beach Blvd., Unit 408 Cocoa Beach, FL 32931
Anastacia Hawkins- Smith (non-voting)	Executive Director 1604 Harvard Drive Cocoa, FL 32922

11.5

The affairs of the Corporation shall be managed by the existing Board of Directors. One-third (1/3) of the members of the Board of Directors present and voting shall constitute a quorum for the conduct of the day to day business of this Corporation.

ARTICLE XII

BYLAWS

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by the vote of at least a majority of the members of the Board of Directors and then only upon the approval of the Brevard Community College Board of Trustees.

ARTICLE XIII

OFFICERS

13.1 Officers

The Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary, who shall be elected for such terms and in the manner set forth in the Bylaws. The Corporation may, at the discretion of the Board, provide for different categories of officers, and may have additional officers including, without limitation, additional Vice Chairperson, Assistant Secretaries and Assistant Treasurers.

13.2 Powers and Duties

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed by the Bylaws of the Corporation.

ARTICLE XIV

EXECUTIVE COMMITTEE

The Corporation is authorized to establish an Executive Committee as determined by the Bylaws from time to time. The

Executive Committee shall and may exercise all of the powers and authority of the Board when the Board is not in session, subject only to such restrictions and limitations as the Board of Governors may specify from time to time in the Bylaws. The Executive Committee shall have no authority to alter, amend or repeal the Articles of Incorporation or Bylaws of the Corporation or to appoint Directors.

ARTICLE XV

AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted only by the vote of at least a majority of all the members of the Board of Directors and then only after the approval of the District Board of Trustees of Brevard Community College. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

ARTICLE XVI


REGISTERED AGENT AND REGISTERED OFFICE

The address of the registered office of the Corporation is 1519 Clearlake Road, Cocoa, Florida 32922.

The Registered Agent at that address is JOE D. MATHENY, ESQUIRE, 355 Indian River Avenue, Titusville, Florida 32796.

IN WITNESS WHEREOF, the undersigned, as Chairperson of the Corporation having subscribed to these First Amended and Restated

Articles of Incorporation after a duly adopted Resolution of the Board of Directors wherein with a quorum present a majority voted in favor of the adoption of these First Amended and Restated Articles of Incorporation.


Chairperson

6-26-98
Date

ACCEPTED AND APPROVED this 17th day of August, 1998,
by the District Board of Trustees of Brevard Community College.



Chairperson

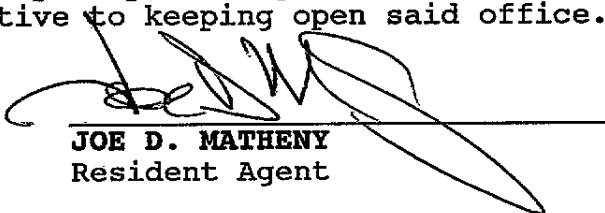
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Brevard County, Florida, has named **JOE D. MATHENY**, whose address is 355 Indian River Avenue, Titusville, FL 32796, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JOE D. MATHENY
Resident Agent

RESOLUTION
AMENDING AND RESTATING THE ARTICLES OF INCORPORATION
OF
THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.

WHEREAS, changes in the Florida law pertaining to direct-support organizations for community colleges require certain amendments to the Articles of Incorporation; and

WHEREAS, the Brevard Community College Board of Trustees has established a task force to review and make recommendations to the Board concerning its direct-support organizations; and

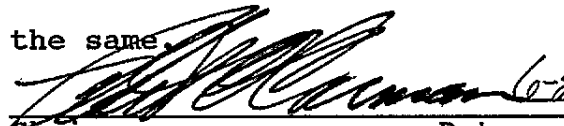
WHEREAS, the College Board of Trustees has mandated certain changes for the Articles of Incorporation, as well as the Bylaws of the Corporation; and

WHEREAS, the proposed Amendments to the Articles of Incorporation have been submitted in writing to each member entitled to vote; and

WHEREAS, the proposed Amendments were considered by the Corporation in a special meeting called for that purpose; and

WHEREAS, a quorum was present and voting.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of **THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.**, in a special meeting held on the 28th day of June, 1998, with a quorum present and voting, the Corporation unanimously approved and adopted the First Amended Restated Articles of Incorporation of **THE HISTORIC COCOA VILLAGE PLAYHOUSE, INC.**, a true copy of which is attached to this Resolution. The Board of Directors and the members of the Corporation are all the same.


Chairperson 6-28-98
Date