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(City/State/Zip/Phone #)

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12 OCT 23 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
10/24/12

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** The Performers Academy, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Driver, McAfee, Peek & Hawthorne, Attn: Jenny Kalota  
Name (Printed or typed)

One Independent Drive, Suite 1200  
Address

Jacksonville, Florida 32202  
City, State & Zip

(904) 301-1269  
Daytime Telephone number

jll@northfloridalaw.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

# THE PERFORMERS ACADEMY OF FLORIDA, LLC

October 19, 2012

## DELIVERED VIA FACSIMILE

Florida Department of State  
New Filing Section Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

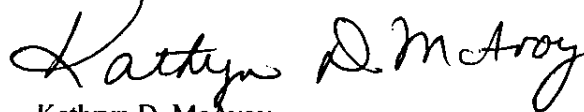
RE: The Performers Academy of Florida, LLC (L10000023383)

To Whom It May Concern:

I am writing regarding The Performers Academy of Florida, LLC (the "Company") and the registration of The Performers Academy, Inc. (the "Corporation"). The Company and the Corporation have the same principals and the Company recently filed an Amendment to the Articles of Organization, a copy of which is attached hereto, changing its name from The Performers Academy, LLC to The Performers Academy of Florida, LLC. As President of the Company, I hereby request that you accept the attached Articles of Incorporation and authorize the formation of the Corporation with the name The Performers Academy, Inc.

Thank you and please let me know if you have any questions.

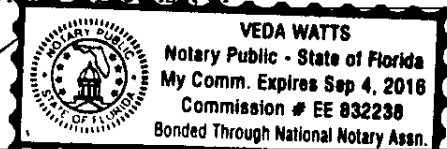
Sincerely,



Kathryn D. McAvoy  
President

STATE OF FLORIDA  
COUNTY OF DUVAL

The Letter above was acknowledged before me this 19<sup>th</sup> day of October, 2012, by Kathryn D. McAvoy, an individual residing in the State of Florida. She is     personally known to me,     produced a current Florida or     Driver's License, or     as identification.



NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires: Sept 4, 2016

FILED  
12 OCT 23 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# The Performers Academy, Inc.

October 19, 2012

**DELIVERED VIA FACSIMILE**

Florida Department of State  
New Filing Section Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

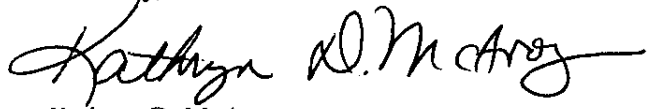
RE: The Performers Academy, Inc. (the "Corporation")

To Whom It May Concern:

I am writing regarding The Performers Academy of Florida, LLC (the "Company") and the registration of the Corporation. The Company and the Corporation have the same principals and the Company recently filed an Amendment to the Articles of Organization, a copy of which is attached hereto, changing its name from The Performers Academy, LLC to The Performers Academy of Florida, LLC. As President of the Corporation, I hereby request that you accept the attached Articles of Incorporation and authorize the formation of the Corporation with the name The Performers Academy, Inc.

Thank you and please let me know if you have any questions.

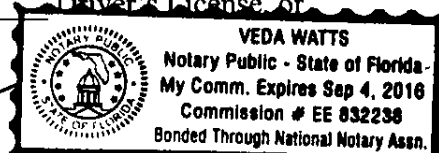
Sincerely,



Kathryn D. McAvoy  
President

STATE OF FLORIDA  
COUNTY OF DUVAL

The Letter above was acknowledged before me this 19<sup>th</sup> day of October, 2012, by Kathryn D. McAvoy, an individual residing in the State of Florida. She is     personally known to me,     produced a current Florida or     Driver's License, or     as identification.



NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires: Sep 4, 2018

FILED  
12 OCT 23 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE PERFORMERS ACADEMY, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FILED**  
12 OCT 23 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this corporation is The Performers Academy, Inc. (the "Corporation").

**ARTICLE II**

**Principal Office or Mailing Address**

The principal office of the Corporation is located at 3674 Beach Boulevard, Jacksonville, Florida 32207 and its mailing address is 3674 Beach Boulevard, Jacksonville, Florida 32207.

**ARTICLE III**

**Purposes**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to provide excellent educational opportunities and intensive training in all areas of Fine Art (dance, voice, drama, film, music, art) for children from all walks of life; and to provide social and academic support to underprivileged or at-risk children.

**ARTICLE IV**

**Powers**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided, however, 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 contained in these Articles; and

(c) 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.

#### ARTICLE V Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

(b) The Corporation shall have four Directors initially. The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three. The Directors, other than the initial Directors, shall be elected and shall serve terms as provided in the Bylaws.

(c) The names of the initial members of the Board of Directors who shall serve until their successors are duly elected are as follows:

Kathryn D. McAvoy  
Michelle Barnett  
Margie Garcia  
Cheryl Barnett

#### ARTICLE VI Officers

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

#### ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3674 Beach Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation at that address is Kathryn D. McAvoy.

#### ARTICLE VIII Incorporator

The name and street address of the subscriber to these Articles are:

Name  
Kathryn D. McAvoy

Address  
3674 Beach Boulevard  
Jacksonville, Florida 32207

## ARTICLE IX

### Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five business days thereafter, corporate existence shall commence upon filing by the Department of State.

## ARTICLE X

### Members

The Corporation shall have no members.

## ARTICLE XI

### Bylaws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting or any special meeting for this purpose.

(c) Notwithstanding the foregoing paragraphs (a) and (b), if any provision of the Bylaws requires the vote, approval or consent of more than a majority of the Board of Directors, such provision may be enacted, amended, altered or rescinded only by the unanimous vote of the Board of Directors.

## ARTICLE XII

### Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

## ARTICLE XIII

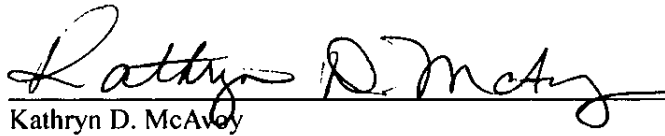
### Corporate Liquidation and Dissolution

Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Articles, including a distribution to a government entity or an organization exempt from federal income tax under Code Section 501(c)(3). In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

ARTICLE XIV  
Indemnification

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 19 day of October, 2012, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.

  
Kathryn D. McAvey

FILED  
12 OCT 23 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

**FILED**

**12 OCT 23 PM 12:09**

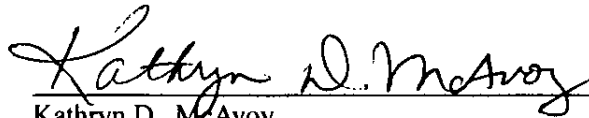
**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

That The Performers Academy, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at 3674 Beach Boulevard, Jacksonville, FL 32207, has named Kathryn D. McAvoy at 3674 Beach Boulevard, Jacksonville, FL 32207, 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 the place designated in this Certificate, I am familiar with and hereby accept to act in this capacity, and agree to comply with the provision of Florida law relative to keeping said office.

  
Kathryn D. McAvoy