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(Requestor's Name)

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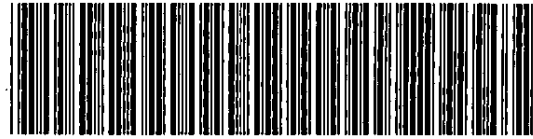
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/30/14

**COVER LETTER**

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

**SUBJECT: Urbanite Theatre, 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: Summer Dawn Wallace**

Name (Printed or typed)

**1905 10th St**

Address

**Sarasota, FL 34236**

City, State & Zip

**(646) 510-0171**

Daytime Telephone number

**summerdawnw@gmail.com**

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

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TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION**

Pursuant to the provision of the Nonprofit Corporation Act of Chapter 617 of the Florida Statutes, the undersigned incorporators hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation shall be: Urbanite Theatre, Inc.

**ARTICLE II: PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal office and the current mailing address of the Corporation is:  
1905 Tenth Street, Sarasota, 34236

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. The Corporation may engage in cultural, social and community events and services including but not limited to producing plays for community audiences, introducing young people to theater arts and utilizing theater assets as educational tools for youths and adults, and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501 (c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

**ARTICLE IV: BOARD OF DIRECTORS**

- A. Powers. All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation shall be managed by the Board of Directors.
- B. Number. The number of Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Directors, and,

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in the absence of any such determination, shall be three (3) Directors.

- C. Officers. The affairs of this corporation shall be managed by the following officers: President, Secretary and a Treasurer, and such other officers that may be prescribed in the By-Laws. Each officer shall be elected by the Board of Directors at the annual meeting. The powers, duties and terms of the office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each Officer shall perform the duties of the office until a successor has been elected
- D. Election; Removal. Directors shall be elected or removed in by majority vote of existing Directors in accordance with the procedures in the Bylaws.

#### **ARTICLE V: INITIAL DIRECTORS & OFFICERS**

The following Directors shall be the initial Directors to hold office until the first annual meeting of members and/or until their successors shall have been elected and qualified.

<u>Name</u>	<u>Address</u>
Summer Dawn Wallace, President	1905 10 <sup>th</sup> St, Sarasota, FL 34236
Grant Herren, Treasurer	1905 10 <sup>th</sup> St, Sarasota, FL 34236
Brendan Ragan, Secretary	399 Bleecker St, #1R, Brooklyn, NY 11237

#### **ARTICLE VI: INDEMNIFICATION**

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party of otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any

liability asserted against them or incurred by them in their capacity as officers and directors arising out of their status as such.

**ARTICLE VII: POWERS**

This corporation shall have and exercise all the powers of not for profit corporations under the laws of the State of Florida, but within the restrictions of Section 501(c)(3) of the Internal Revenue Code, and which are convenient or necessary to effect the purposes of the corporation.

**ARTICLE VIII: LIMITATION**

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, 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 its purposes. No substantial part of the activities of the Corporation shall be the attempt 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 or in opposition to any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IX: MEMBERS**

The sole class of members of this corporation shall be its board of directors. The qualifications of the members of the corporation, the manner of their admission, the property voting, and other rights & privileges of members shall be as regulated in the By-Laws.

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**ARTICLE X: REGISTERED OFFICE AND AGENT**

The name of the Initial Registered Agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Summer Dawn Wallace	1905 10 <sup>th</sup> Street, Sarasota, FL 34236

*Having been named Registered Agent to accept service of process for the above state Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to such designation and agree to act in this capacity*

 Summer Dawn Wallace, Registered Agent	<u>04/23/14</u> Date
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**ARTICLE XI: INCORPORATORS**

The name of the Incorporators of the Corporation and their corresponding street addresses are as follows:

Summer Dawn Wallace	1905 10 <sup>th</sup> Street, Sarasota, FL 34236
Brendan Ragan	399 Bleecker Street, #1R, Brooklyn, NY 11237

**ARTICLE XII: BY-LAWS**

The By-Laws of the Corporation may be adopted or amended by the member of the Board of Directors at any annual meeting or special meeting by a two-thirds vote of the members present, unless otherwise provided for in the By-Laws.

**ARTICLE XIII: AMENDMENT to the ARTICLES OF INCORPORATION**

The Articles of Incorporation may be adopted or amended by the member of the Board of Directors at any annual meeting or special meeting by a two-thirds vote of the members present.

**ARTICLE XIII: DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from Federal income tax as

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**organizations described in Section 501 (c)(3) of the Internal Revenue Code, as amended or the corresponding provisions of any future United States Internal Revenue Law. Assets not so disposed of shall be disposed of by a court of competent jurisdiction for purposes which qualify for such exemption by organizations, domestic or foreign engaged in activities similar to those of the dissolving corporation.**

In Witness thereof the hands and seals of the incorporators this 23 day of April 2014 the undersigned incorporators herby declare under the penalty of perjury that statements made in the foregoing Articles of Incorporation are true.

Name

Address

Summer Dawn Wallace

1905 10<sup>th</sup> Street, Sarasota, FL 34236

STATE OF FLORIDA  
COUNTY OF SARASOTA

I hereby certify that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared Summer Wallace to me known to be one of the persons described as an Incorporator and who executed the foregoing Articles of Incorporation.

Witness my hand and official seal in the county and state named this 23<sup>rd</sup> day of 2014 2014.

Gerald W King

Notary Public - State of Florida



Name (Printed): Gerald W King

My Commission expires: 10/20/16

Personally known \_\_\_\_\_ or Produced Identification X

Type of identification produced FL - License



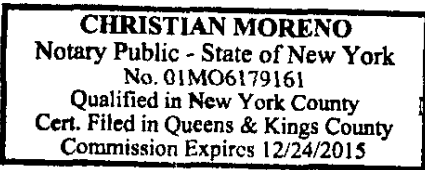
In Witness thereof the hands and seals of the incorporators this 11 day of April 2014 the undersigned incorporators hereby declare under the penalty of perjury that statements made in the foregoing Articles of Incorporation are true.

Name \_\_\_\_\_ Address \_\_\_\_\_  
[Signature]  
Brendan Ragan 399 Bleecker Street, #1R, Brooklyn, NY 11237

STATE OF NEW YORK  
COUNTY OF KINGS

I hereby certify that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared Ragan Brendan to me known to be one of the persons described as an Incorporator and who executed the foregoing Articles of Incorporation.

Witness my hand and official seal in the county and state named this 11 day of April 2014.



[Signature]  
\_\_\_\_\_  
Notary Public - State of New York

Name (Printed): Christian Moreno

My Commission expires: 12/24/2015

Personally known \_\_\_\_\_ or Produced Identification Florida DL

Type of identification produced DL # 12250-079-84-206-0