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**FLORIDA PROFIT/NON PROFIT CORPORATION
The Studio Players, Inc.**

Certificate of Status	0
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March 10, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: THE STUDIO PLAYERS, INC.
REF: W15000016902

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

IN COMPLIANCE WITH CHAPTER 617, F.S. (NOT FOR PROFIT),

OF

THE STUDIO PLAYERS, INC.

THE UNDERSIGNED, for the purpose of forming a not for profit corporation pursuant to Chapter 617, Florida Statutes (the "*Florida Not for Profit Corporation Act*"), hereby certifies:

FIRST: The name of the corporation is The Studio Players, Inc. (the "*Corporation*").

SECOND: The principal place of business and mailing address of the Corporation in the state of Florida is 1701 55th Terrace SW Unit B, Naples, Florida 34116.

THIRD: The name of the registered agent for service of process on the Corporation is Scott Lilly, whose address in the state of Florida is 1701 55th Terrace SW Unit B, Naples, Florida 34116.

FOURTH: The Corporation is a not for profit corporation organized exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States federal tax law (the "*Code*"). In furtherance of the foregoing, the purposes for which the Corporation is formed are:

- (i) to provide a highly creative environment in which professional artists and artists in training are encouraged and welcomed to broaden their craft through new and established works; and
- (ii) any other purpose that furthers the Corporation's exempt purposes within the meaning of the Treasury Regulations promulgated under Section 501(c)(3) of the Code (the "*Treasury Regulations*").

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, the Corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the Corporation, and to receive, hold, administer and expend funds and property subject to such trust;

- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of any performance of its obligations;
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation; and
- (h) engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act.

FIFTH: Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation (the "*Board*").

SIXTH: The Directors shall be elected by the affirmative vote of a majority of the Directors then in office. Initially, the Directors shall hold office for three (3)-year terms. Thereafter, each Director shall be elected to a three (3)-year term. Each Director shall serve for the term to which he or she is elected and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death. Directors may be elected to any number of consecutive terms.

SEVENTH: The Board shall initially consist of three (3) Directors, who shall initially be:

Scott Lilly
1701 55th Terrace SW Unit B
Naples, Florida 34166

Kevin Moriarty
591 Kendall Drive
Marco Island, Florida 34145

Janet Sherwood
17565 Oriole Road
Ft. Myers, Florida 33967

The number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board, and no decrease shall shorten the term of any incumbent Director.

EIGHTH: The name and mailing address of the sole incorporator is as follows:

Scott Lilly
1701 55th Terrace SW Unit B
Naples, Florida 34166

NINTH: The period of duration of the Corporation is perpetual.

TENTH: No part of the net income of the Corporation shall inure to the benefit of or be distributable to its directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions set forth in this Certificate of Incorporation, at any time during which it is deemed a private foundation as defined in § 509(a) of the Code, the Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Code; the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by § 4942 of the Code; the Corporation shall not own any excess business holdings that would subject it to tax under § 4943 of the Code; the Corporation shall not make any investments in such manner as to subject it to the tax imposed by § 4944 of the Code; and the Corporation shall not make taxable expenditures as defined in § 4945(d) of the Code. Any reference in this Certificate of Incorporation to any section of the Code shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

ELEVENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county 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 exclusively for such purposes. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

TWELFTH: To the fullest extent permitted by the Florida Not For Profit Corporation Act, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

THIRTEENTH: The Corporation reserves the right to amend, change or repeal any provision contained in this Certificate of Incorporation or to merge or consolidate the Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute; provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation; provided further, that any such action shall be effected only by an affirmative vote of the majority of the votes cast at any meeting of the Board called for such purpose.

FOURTEENTH: Except as required by law, the directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

The Corporation shall, to the extent legally permissible, indemnify each of its present and former directors, officers, employees, and agents and any persons who serve or have served at the Corporation's request as a director, officer, employee or agent of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of the foregoing) (the "*Agent*") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liability to include, but not be limited to, judgments, court costs, attorney fees, the cost of reasonable settlements, and penalties imposed under § 4958 of the Code.

Indemnification will be provided in the event that a settlement or compromise is determined by the Board and counsel to the Corporation to be in the best interest of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or an employee benefit plan, as the case may be. A majority of disinterested Directors must have adopted a vote approving such settlement or compromise for indemnification to be effective in this situation. Any person seeking indemnification under this Article XIII shall not vote on the adoption of such vote. If there are no disinterested Directors, a settlement or compromise may be approved for indemnification by the President of the Corporation based upon written opinion by independent counsel that the conditions for the indemnification have been met.

No indemnification, reimbursement or other payment may be made under this Article XIII with respect to penalties imposed under § 4958 of the Code, to the extent such indemnification, reimbursement or other payment would cause the compensation of an Agent to exceed "reasonable compensation," as defined in the Treasury Regulations to the Code and as determined by the Board. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Board.

* * * * *

3/11/2015 10:27:11 From: To: 8506176381

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IN WITNESS WHEREOF, the undersigned submits this document and affirms that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Scott Lilly, Sole Incorporator

IN WITNESS WHEREOF, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Scott Lilly, Registered Agent

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