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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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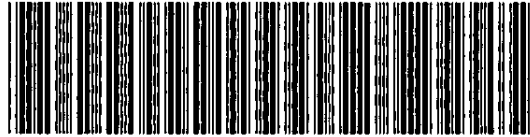
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 MAR 30 PM 4:57

APPROVED  
AND  
FILED

1/1/1

## COVER LETTER

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

**SUBJECT:** Naples Performing Arts Center, 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:** Lori Oliver  
Name (Printed or typed)

10514 Yorkstone Dr  
Address

Bonita Springs, FL 34135  
City, State & Zip

239-595-1677  
Daytime Telephone number

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

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

TO: Valerie Herring, Regulation Specialist II New Filing Section

FROM: Janet Ridge, President, Naples Performing Arts Center, LLC

cc: Peter Keating, Certified Business Analyst

DATE: 24 March 2015

RE: Not for Profit Articles of Incorporation

I, Janet Ridge, President of the dissolved company, Naples Performing Arts Center, LLC, hereby confirm that I will not reinstate this non-profit company called, Naples Performing Arts Center, Inc. as an LLC.

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

APPROVED  
AND  
FILED

**ARTICLE I    NAME**

The name of the corporation shall be: Naples Performing Arts Center, Inc.

15 MAR 30 PM 4:57

**ARTICLE II    PRINCIPAL OFFICE**

Principal street address:  
6466 Willow Park Dr

Naples, FL 34109

Mailing address, if different from principal office:  
10514 Yorkstone Drive

Bonita Springs, FL 34135

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is: SEE ATTACHED SHEET

**ARTICLE IV    MANNER OF ELECTION**

The manner in which the directors are elected and appointed: SEE ATTACHED SHEET

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Lori Oliver, P

Address: 10514 Yorkstone Drive  
Bonita Springs, FL 34135

Name and Title: Leo Hertzog

Address: 9751 Bent Grass Bend  
Naples, FL 34108

Name and Title: Chad Oliver, VP, Sec

Address: 10514 Yorkstone Drive  
Bonita Springs, FL 34135

Name and Title: Philip T. McMillan

Address: 23540 Walden Center Drive #  
Bonita Springs, FL 34134

Name and Title: Teresa Hemmer, Treasurer

Address: 6000 Dogwood Way  
Naples, 34116

Name and Title: Bliss Trunfio

Address: 4051 Gulf Shore Blvd North  
Penthouse 302  
Naples, FL 34103

## ATTACHMENTS

### **Article III Purpose - The purpose for which the corporation is organized is:**

This non-profit corporation will have all the powers as stated in Section 617.021, Florida Statutes 1991 and all acts amendatory thereof, including the Corporation's registration with the Internal Revenue Service as a 501(c)(3) - 59-135-8912. To establish and maintain charitable purposes as an institution providing services primarily for residents of Florida. Said organization is organized exclusively for charitable, religious, educational, and scientific 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 section of any future federal tax code.

The Mission of the Naples Performing Arts Center, Inc. (NPAC) is to establish nonprofit grassroots programs where individuals, as well as, public and private organizations can participate in the Naples Performing Arts Center which provides excellence in arts education through classical training with a diverse curriculum, fostering creativity, building self esteem, developing a love for the arts and preparing students for life.

We give students the foundation, technique, and methodology that will allow them to excel in their craft. NPAC is not a place that just offers show and recital opportunities. We fill an existing void in performing arts by offering one place where students of all ages can come, under one roof, and learn the performing arts. The model is based on three main areas: dance, drama, and music.

Another core founding principal is the belief that excellence in the arts should not simply be available for a privileged few. We are committed to training and opening avenues of creativity no matter of a family's financials or socioeconomic status.

### **Programs**

#### **• DANCE**

- The NPAC School of Dance offers everything from ballroom dance lessons to tap, hiphop and jazz. Dance lessons cater to all ages and abilities looking for social dance skills or advanced dance competitions and events.
- Throughout the year, we host weekly dance parties, Master Dance Classes and workshops.
- Dance instruction will be led by Johnny & Lisa PerMar and Christopher Dean

#### **• DRAMA**

- The NPAC School of Drama offers acting lessons, drama theater and stage prep. Students learn drama monologues, public speaking and how to excel on stage.
- Director Lori Oliver oversees two musical theater productions in the fall and two in the spring. The NPAC Junior Stage features children ages 5 to 11 while the Main Stage production involves children ages 12 to 18.
- The Junior Stage production takes place inside the NPAC ballroom. All training happens at NPAC; however, we take our Main Stage production to the campus of another local nonprofit organization Artis-Naples to take advantage of their larger theater space.

**• MUSIC**

- The NPAC School of Music offers private lessons in voice, piano, violin/viola, guitar, and flute.
- We also offer two performing ensembles; high energy, fast-paced choirs for kids ages 5-18. Each ensemble will take part in public performances, which include seasonal and charity events throughout the state.

**• IMPROV**

Naples Performing Arts Center also offers improv workshops for children and adults. Performers gain confidence and sharpen their communication skills while reacting quickly to others in the troupe. We believe improv is a performance art and laughter is good for the soul!

**Dissolution of Corporation**

Upon dissolution of the Corporation, the Board of Directors will dispose of the assets of the Corporation in such a manner, or to such organizations operated for charitable purposes as will qualify at the time as exempt organizations under Section 501(c)(3) of the IRS code, or the law in effect at the time. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if the named beneficiary at the time of dissolution may not be qualified, may not be in existence, or may be unwilling or unable to accept the assets of the dissolving organization, the remaining assets will be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational, religious, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Moreover, upon the dissolution of the organization, assets that have not been distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

**Conflict Of Interest**

No officer, Director, or member of the Corporation will have a direct or indirect financial interest in the Corporation's interest when it is contemplating entering into a transaction or arrangement that might result in a possible excess benefit transaction. This policy, which has been adopted by resolution of the governing board, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article IV - The manner in which the directors are elected and appointed:**

Elections will be held at the annual meeting in December. Nomination for all positions may be made from the floor, but only with express consent of the person or persons nominated. From a slate of nominees presented at the November meeting of the Corporation, the Board of Directors will elect from its membership the Executive Committee of the Board, comprised of the President, Vice President, Secretary, Treasurer and one (1) additional member at large. Each member of the Executive Committee will serve two consecutive two year terms and may be

elected to successive terms without limit. Any vacancies occurring on this Committee may be filled by the Board of Directors.

The Executive Committee will have all the power and authority of the Board of Directors in the interim between regular Board meetings, and its acts, by majority vote of the entire membership of the Executive Committee will be binding upon the Corporation; provided, however the Executive Committee will exercise this authority only with respect of those matters deemed by the President or by a majority of the Executive Committee, to be of sufficient importance to require a decision and action prior to the next regularly scheduled meeting of the Board of Directors. The Executive Committee will recommend action by the Board of Directors with respect to any matter affecting the Corporation.

An affirmative vote of a majority of the Board of Directors present quorum and attending will be required to elect officers, board members, and to remove from office a trustee or officer for cause deemed sufficient by those voting for such removal.

Any member of the Board of Directors, who will have three (3) unexcused absences from regularly scheduled meetings of the Board in any fiscal year, will automatically be dropped as a member of the Board. Absences may be excused for just cause and may be registered in person orally, in writing, by telephone or email prior to such meetings.

APPROVED  
AND  
FILED

Name and Title: C. Lane Wood Name and Title: \_\_\_\_\_  
Address: 9132 Strada Place 4th Floor Address: 15 MAR 30 PM 4: 57  
Naples, FL 34108 \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Lori Oliver  
Address: 10514 Yorkstone Drive  
Bonita Springs, FL 34135

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: Lori Oliver  
Address: 10514 Yorkstone Drive  
Bonita Springs, FL 34135

*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*

Lori Oliver  
Required Signature of Registered Agent

3-25-15  
Date

*I submit this document and affirm 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.*

Lori Oliver  
Required Signature of Incorporator

3-25-15  
Date