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TALLAHASSEE, FLORIDA

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DATE 4/16/15

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**COVER LETTER**

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

SUBJECT: Improv U, 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: Christine N. Parise, Esq.  
Name (Printed or typed)

c/o Rubin and Rudman LLP  
Address

50 Rowes Wharf, 3rd Fl.  
City, State & Zip

617-480-7678  
Daytime Telephone number

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

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 9, 2015

CHRISTINE N. PARISE, ESQ.  
C/O RUBIN AND RUDMAN LLP  
50 ROWES WHARF, 3RD FL.  
BOSTON, MA 02110

SUBJECT: IMPROV U, INC.  
Ref. Number: W15000024597

We have received your document for IMPROV U, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

*Please return the corrected original and one copy of 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) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 715A00007049

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

APPROVED  
AND  
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**ARTICLE I NAME**

The name of the corporation shall be: Improv U, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:

2814 Imperial Circle

Mailing address, if different is:

Delray Beach, FL 33445

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To exclusively promote and carry out charitable purposes to promote improvisational theater and the arts  
as specified under Section 501(c)(3) of the Internal Revenue Code ("IRC") and  
to conduct such other activities and programs in furtherance of the foregoing  
purposes as may be carried out by a corporation described in Section 501(c)(3)  
of the IRC.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed:

Majority of Board of Directors by vote.

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

Name and Title: Anthony Cutaia, Director Name and Title: Anthony Cutaia, President, Treasurer/Secretary

Address: 2814 Imperial Circle Address: 2814 Imperial Circle  
Delray Beach, FL 33445 Delray Beach, FL 33445

Name and Title: Marisa Cutaia, Director Name and Title: \_\_\_\_\_

Address: 2814 Imperial Circle Address: \_\_\_\_\_  
Delray Beach, FL 33445 \_\_\_\_\_

Name and Title: Elizabeth Fairall, Director Name and Title: \_\_\_\_\_

Address: 176 Citrus Avenue Address: \_\_\_\_\_  
Boynton Beach, FL 33436 \_\_\_\_\_

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AND  
FILED

15 APR 16 PM 4:22

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

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

Name: Anthony Cutaia

Address: 2814 Imperial Circle

Delray Beach, FL 33445

**ARTICLE VII INCORPORATOR**

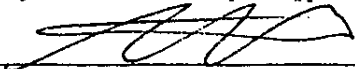
The name and address of the Incorporator is:

Name: Anthony Cutaia

Address: 2814 Imperial Circle

Delray Beach, FL 33445

*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*

  
Required Signature of Registered Agent

3/31/15  
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.*

  
Required Signature of Incorporator

3/31/15  
Date

## ATTACHMENT TO ARTICLES OF ORGANIZATION OF IMPROV U, INC.

### ARTICLE VIII

Lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the power of the corporation, or of its directors or officers are as follows:

- (a) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for charitable purposes to promote improvisational theater and the arts, as said terms have been and shall be defined pursuant to Sections 170 and 501(c)(3) of the Internal Revenue Code ("IRC"). All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said charitable purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of the IRC, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- (b) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer, director or member (if any) of the corporation or any private individual, or be appropriated for any purposes other than the purposes of the corporation as herein set forth, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of its purposes set forth in Article III of these Articles of Organization.
- (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 distributing of statements) any political campaign on behalf of any candidate for public office. The corporation is expressly authorized to make the election permitted under Section 501(h) of the IRC.
- (d) Except as may be otherwise required or permitted by law, the corporation may at any time dissolve by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more charitable organizations, created and organized for nonprofit purposes similar to those of the corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170 of the IRC and which qualify as exempt from income tax under Section 501(c)(3) of the IRC, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that in the absence of such a designation the corporation's property may be applied to charitable purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.
- (e) No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from the officer or director derived an improper personal benefit. No amendment or appeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.