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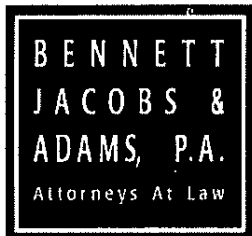


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December 22, 2015

VIA FEDEX

Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center
Tallahassee, Florida 32301

RE: Pop Up Players, Inc.
BJA File No.: 2015-16663

Ladies and Gentlemen:

Enclosed please find the following documents:

1. **Original** and one (1) copy of the Articles of Incorporation of Pop Up Players, Inc., and
2. A check in the amount of \$78.75 payable to Division of Corporations for filing fee and a certified copy.

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail.
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
BENNETT, JACOBS & ADAMS, P.A.

John F. Wendel

JFW:jad/A2E1C99A8EE5E295

enclosure

cc: Daniel Pilka, Attorney (with enclosure)

REPLY TO: LAKELAND

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**ARTICLES OF INCORPORATION
OF
POP UP PLAYERS, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **POP UP PLAYERS, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on January 1, 2016.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 256 North Kentucky Avenue, Lakeland, Florida 33801.

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate exclusively for charitable, educational, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall include, specifically, the development, production, and promotion of musical theatre and drama programs in and for the greater Lakeland, Florida community and beyond. Forums, lectures, meetings, and other activities designed to achieve the purposes of the corporation may be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for any one or more of the purposes of the corporation and for any one or more lawful purposes within the scope of the purposes of the corporation.

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**ARTICLE V.
MEMBERS**

The corporation shall have no members whatsoever.

**ARTICLE VI.
BOARD OF DIRECTORS**

The business and property of the corporation shall be managed solely and exclusively by a board of directors which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The number of directors may be increased or decreased from time to time and at any time by the board of directors in accordance with the Articles of Incorporation and the Bylaws of the corporation, but there shall never be less than three (3) nor more than nine (9) directors. The board of directors shall consist of three (3) classes which three (3) classes shall be designated Class I, Class II, and Class III, respectively.

Class I shall never be comprised of more than three (3) members of the board of directors nor less than one (1) member of the board of directors.

Class II shall never be comprised of more than three (3) members of the board of directors nor less than one (1) member of the board of directors.

Class III shall never be comprised of more than three (3) members of the board of directors nor less than one (1) member of the board of directors.

The initial, respective terms of Class I, Class II, and Class III, shall expire (as to Class I only) at the first (the 2016 annual meeting of the board of directors of the corporation), (as to Class II only) at the second (the 2017 annual meeting of the board of directors of the corporation), and (as to Class III only) at the third (the 2018 annual meeting of the board of directors of the corporation) next immediately following annual meetings of the board of directors of the corporation.

Upon the expiration of the term of each member of the board of directors, the board of directors of the corporation shall elect a successor director. Each successor director and all subsequent directors shall serve for a term of three (3) years and shall hold office until his or her successor shall have been elected and qualified. The board of directors of the corporation shall elect directors and shall fill any vacancy caused by the expiration of a director's term of office or by a director's death, resignation, or removal from office at any annual, regular, or special meeting of the board of directors of the corporation. Each director elected to fill any vacancies caused by a director's death, resignation, or removal shall serve for the balance of the term of the director who is being replaced. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred in the performance of their

duties as directors as determined by the board of directors of the corporation. The board of directors of the corporation shall, by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VII. OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.


**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.


IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 22ND day of December, 2015.


John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **POP UP PLAYERS, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 22ND day of December, 2015.


John F. Wendel, Registered Agent

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TALLAHASSEE, FLORIDA

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