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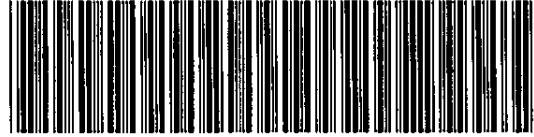
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V HERRING
DEC -2 2016

COVER LETTER

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

SUBJECT: Theatre South Playhouse, 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: J. Kemp Brinson

Name (Printed or typed)

PO Box 582

Address

Winter Haven, FL 33882

City, State & Zip

(863)288-0234

Daytime Telephone number

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

November 23, 2016

J. KEMP BRINSON
PO BOX 582
WINTHROP, FL 33882

SUBJECT: THEATRE SOUTH PLAYHOUSE, INC.
Ref. Number: W16000078806

We have received your document for THEATRE SOUTH PLAYHOUSE, 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):

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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: 116A00025134

**ARTICLES OF INCORPORATION
OF
THEATRE SOUTH PLAYHOUSE, INC.**

FILED
2016 NOV 30 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of THEATRE SOUTH PLAYHOUSE, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Incorporation of the Corporation:

WHEREAS: The name of the Corporation is THEATRE SOUTH PLAYHOUSE, INC., a Florida not for profit corporation.

WHEREAS: The effective date of these Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

WHEREAS: Pursuant to the provisions of §617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of the Corporation shall provide as follows:

**ARTICLE I.
NAME**

The complete legal name of this corporation shall be THEATRE SOUTH PLAYHOUSE, INC. (hereinafter called the "Corporation").

**ARTICLE II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office address of the Corporation is 7456 Cypress Grove Rd., Orlando, FL 32819 and the mailing address of the Corporation is 7456 Cypress Grove Rd., Orlando, FL 32819.

ARTICLE III.
DURATION

The term of existence of the Corporation is perpetual. The corporate existence shall commence with the signing of these Articles of Incorporation.

ARTICLE IV.
PURPOSE

The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation. No substantial part of the activities of the Corporation shall involve lobbying, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

This Corporation is organized and is to operate exclusively not for profit for educational purposes and such other purposes as the Board of Directors shall deem appropriate and which is lawful under the Florida Not For Profit Corporation Act.

For such purposes, and operating without profit, and in the manner stated, the Corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this

Corporation was created.

- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the Corporation or by the Corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
 - 2. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
 - 3. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Code as now enacted, or as it may hereafter be amended.
 - 4. In the event of the dissolution of this Corporation, any assets of said Corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V. **BYLAWS**

Except as otherwise provided therein, the Bylaws of this Corporation shall be made, altered and rescinded by a two-thirds majority vote of the Board of Directors voting at any regular Board of Directors meeting or at a special meeting called for that purpose at which a quorum is present.

ARTICLE VI.
OFFICERS AND BOARD OF DIRECTORS

The day-to-day operations of the Corporation shall be overseen by an executive director, who shall be appointed by the Board as set forth in the Bylaws. The initial executive director shall be:

<u>Name</u>	<u>Address</u>
Hillary Brook, Executive Director	7456 Cypress Grove Rd. Orlando, FL 32819

The affairs of this Corporation shall be managed by a Board of not less than three (3) voting Directors and by such other officers of the Corporation as the Corporation may hereafter see fit to name and designate. The number of Directors may be increased or decreased from time to time by the Bylaws of the Corporation, but shall never be less than three (3) voting members. The present Board of Directors shall consist of the Directors hereinafter named:

<u>Name</u>	<u>Address</u>
Jody Layne, Chairperson	8051 Solitaire Ct. Orlando, FL 32836
Kelly Handrahan	6706 Romney Lane Windermere, FL 34786
Antoinette David, Secretary	10013 Chatham Oaks Ct. Orlando, FL 32836
Victor Langlois	7538 Compass Dr. Winter Park, FL 32792
Susan Flower	6239 Talaria Dr. Windermere, FL 34786
Kathleen Prihoda	7938 Westminster Abbey Blvd. Orlando, FL 32835
Melanie Whipple	601 S. Lakewood Ave. Ocoee, FL 34761

Rick Canter, Treasurer

59 Nassau Dr.
Great Neck, NY 11021

Elisabeth Moore

10711 Emerald Chase Dr.
Orlando, FL 32836

The method of election of Directors shall be set forth in the Bylaws.

ARTICLE VII.
MEMBERSHIP

The only members of the Corporation will be its Board of Directors.

ARTICLE VIII.
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 101 S. Lake Howard Dr., Winter Haven, Florida 33880, and the name of the Corporation's initial registered agent at that address is J. Kemp Brinson.

ARTICLE IX.
AMENDMENTS

Any amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws.

ARTICLE X.
ADDITIONAL RESTRICTIONS

A. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The Corporation will not retain any excess business holdings as defined in section

4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

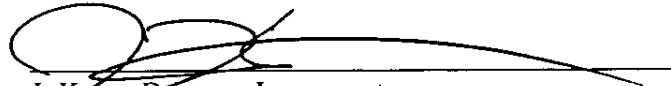
D. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI.
CHARITABLE PURPOSE

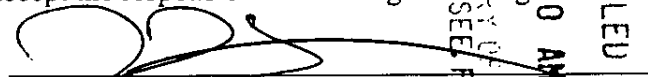
This organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 25th day of November, 2016.


J. Kemp Brinson, Incorporator
101 S. Lake Howard Dr.
Winter Haven, FL 33882

STATEMENT BY REGISTERED AGENT

I certify that I am familiar with and accept the responsibilities of Registered Agent.


J. Kemp Brinson, Registered Agent

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TALLAHASSEE, FLORIDA