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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Brevard Youth Performance Project 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: Heather McDonough
Name (Printed or typed)

7025 N. Wickham Rd, Ste 110
Address

Melbourne, FL 32940
City, State & Zip

321-241-4866
Daytime Telephone number

hkm44@cfi.fl.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
of
BREVARD YOUTH PERFORMANCE PROJECT INC.

The undersigned natural person of the age of 18 years or more, acting as incorporator, adopts the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be Brevard Youth Performance Project Inc. (referred to henceforth as "BYPP") at 7025 N. Wickham Rd, Ste 110, Melbourne, FL 32940.

ARTICLE 2: CORPORATE PURPOSE

BYPP is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, BYPP shall offer opportunities and funding to engage children in the performing arts. BYPP will specifically focus on youth within Brevard County, FL to offer theater programs and other performing arts engagements as we recognized the positivity, self-esteem, educational improvements and character growth when children are exposed to the arts.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

BYPP shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall apply:

- 3.1 No part of the net earnings of BYPP shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that BYPP shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.
- 3.2 Activities. No substantial part of the activities of BYPP shall be carrying on of propaganda or otherwise attempting to influence legislation and BYPP shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 3.3 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding

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provision of any future United States Internal Revenue law, or by an organization, contributions of which are deductible under Section 170(c)(2) of such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of BYPP, assets shall be 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, or shall be distributed 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 in the county in which the principal office of BYPP 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.

ARTICLE 6: MEMBERS

BYPP shall have no voting members within the meaning of Florida Statute 617.0601. Whenever "member" is used in relation to this corporation, it shall refer to the members of the Board of Directors who shall also be referred to as Board members.

ARTICLE 7: INCORPORATOR

The name and residence of the sole incorporator of these Articles of Incorporation is Heather McDonough, 7025 N. Wickham Rd., Ste 110, Melbourne, FL 32940.

ARTICLE 8: OFFICERS

8.1 Defined. The affairs of BYPP shall be managed by a President, a Vice President / Treasurer and a Secretary who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the bylaws.

8.2 Election. The initial Officers of BYPP shall be as indicated in Article 9, with all subsequent Officers to be elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

ARTICLE 9: BOARD OF DIRECTORS

BYPP shall be governed by a Board of Directors of at least three members but not more than nine members. Each member shall be elected in the manner provided for in the bylaws. The initial Board shall be as follows:

1. Kristin Ciuro – initial President
2. Bonnie Callahan – initial Vice President / Treasurer
3. Heather McDonough – initial Secretary

ARTICLE 10: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of BYPP may accept, on its behalf, any designated contribution, gift or devise consistent with the general purposes of BYPP. Where consistent with the needs of BYPP, designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. BYPP at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. BYPP shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event BYPP shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, BYPP shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of BYPP shall be as adopted by the first Board of Directors. The bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

BYPP shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of BYPP, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to

which he or she may be entitled.

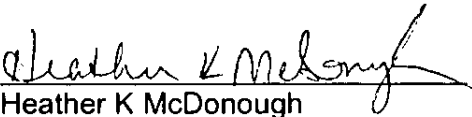
ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be adopted by a two-thirds vote of all directors at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

ARTICLE 14: REGISTERED AGENT

The Corporation's initial registered agent maintains offices at 7025 N. Wickham Rd, Ste 110, Melbourne, FL 32940, and the registered agent at that address shall be Heather McDonough.

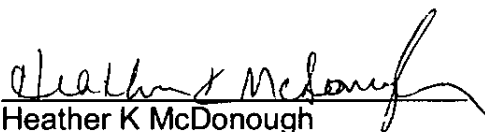
DATED this 2nd day of February, 2017.


Heather K McDonough
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 2nd day of February, 2017.


Heather K McDonough
Registered Agent

ARTICLES OF INCORPORATION
of
BREVARD YOUTH PERFORMANCE PROJECT INC.

FILED
17 FEB - 7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of 18 years or more, acting as incorporator, adopts the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

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provision of any future United States Internal Revenue law, or by an organization, contributions of which are deductible under Section 170(c)(2) of such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

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which he or she may be entitled.

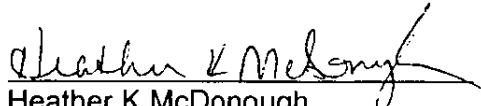
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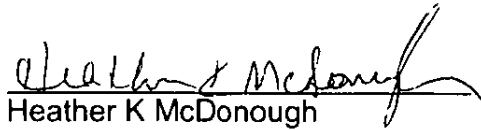
DATED this 2nd day of February, 2017.


Heather K McDonough
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 2nd day of February, 2017.


Heather K McDonough
Registered Agent