

Division of Corporations

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PHASE EIGHT THEATER, INC.

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**ARTICLES OF AMENDMENT AND RESTATEMENT**  
*of the*  
**ARTICLES OF INCORPORATION**  
*of*  
**PHASE EIGHT THEATER, INC.**  
**Document Number: N17000010825**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Phase Eight Theater, Inc., a Florida not for profit corporation (the "*Corporation*"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

**FIRST:** The Amended and Restated Articles of Incorporation of the Corporation (the "*Amended and Restated Articles*") are set forth in EXHIBIT A.

**SECOND:** The Amended and Restated Articles were adopted as of December 21  
2017;

**THIRD:** The Amended and Restated Articles were adopted by consent of the majority of the Board of Directors of the Corporation and there were no members entitled to vote on the amendment.

Signed this 21<sup>st</sup> day of December 2017.

PHASE EIGHT THEATER, INC.,  
a Florida not for profit corporation

By: 

JaMario Stills, President

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
PHASE EIGHT THEATER, INC.  
(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I  
NAME**

The name of this corporation is Phase Eight Theater, Inc. (the "*Corporation*").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation are 100 Festival Park Avenue, Jacksonville, Florida 32202.

**ARTICLE III  
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE IV  
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

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(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation; and

(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 distribution of statements) any political campaign on behalf of any candidate for public office.

#### **ARTICLE V MEMBERS**

This Corporation shall have no members.

#### **ARTICLE VI BOARD OF DIRECTORS**

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have ten (10) directors as of the filing of these Articles of Amendment to Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3) or more than ten (10).

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

(d) The names and addresses of the members of the Board of Directors are as follows:

NAME	ADDRESS
Bianca Borghi	4243 Melrose Avenue Jacksonville, Florida 32210
Patrick Fisher	2831 Post Street Jacksonville, Florida 32205
Jane Condon	1478 Riverplace Blvd., #1903 Jacksonville, Florida 32207

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Carol Grimes	1478 Riverplace Blvd., #1903 Jacksonville, Florida 32207
Remedios Santos Boldin	1800 River Bluff Road Jacksonville, Florida 32211
Chad Villarroel	1122 13 <sup>th</sup> Avenue N. Jacksonville, Florida 32250
Heather Moore	100 Festival Park Avenue Jacksonville, Florida 32202
JaMario Stills	100 Festival Park Avenue Jacksonville, Florida 32202
Will Messer	100 Festival Park Avenue Jacksonville, Florida 32202
Tiffany Melanson	100 Festival Park Avenue Jacksonville, Florida 32202

#### **ARTICLE VII OFFICERS**

- (a) The officers of the Corporation shall be a President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.
- (b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.
- (c) The names of the officers of the Corporation are as follows:

JaMario Stills	President
Will Messer	CFO / Treasurer
Patrick Fisher	Secretary

#### **ARTICLE VIII REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 100 Festival Park Avenue, Jacksonville, Florida 32202; the name of the registered agent of the Corporation at that address is JaMario Stills.

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**ARTICLE IX**  
**DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. The Corporate existence commenced on the date the Articles of Incorporation were filed by the Department of State of the State of Florida and theses Amended and Restated Articles of Incorporation of the Corporation shall commence upon filing by the Department of State.

**ARTICLE X**  
**BYLAWS**

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

**ARTICLE XI**  
**AMENDMENTS**

Upon proper notice, the Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

**ARTICLE XII**  
**CORPORATE LIQUIDATION AND DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or

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(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Corporation.

### ARTICLE XIII LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

### ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

That Phase Eight Theater, Inc., incorporated under the laws of the State of Florida with its principal office at the location indicated in the Articles of Amendment to the Articles of Incorporation, in Duval County, Florida, has named JaMario Stills, located at 100 Festival Park Avenue, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT BY REGISTERED AGENT:**

Having been named to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Act relative to keeping open such office.

Date: 12/21/17, 2017

  
JaMario Stills, Resident Agent

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