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COVER LETTER

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

SUBJECT: Compass Theatre, 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: Samuel L. Arnold

Name (Printed or typed)

2240 Riverside Dr N

Address

Clearwater, FL 33764

City, State & Zip

727-692-9844

Daytime Telephone number

sam.arnold72@gmail.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
In compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be: Compass Theatre, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
2240 Riverside Dr N

Mailing address, if different is:

Clearwater, FL 33764

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: see attached.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: as per bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

| | | | |
|-----------------|-----------------------------|-----------------|----------------------------|
| Name and Title: | <u>Samuel Arnold, Co AD</u> | Name and Title: | <u>Kevin Shewey, Co AD</u> |
|-----------------|-----------------------------|-----------------|----------------------------|

| | | | |
|----------|-----------------------------|----------|------------------------------|
| Address: | <u>2240 Riverside Dr N</u> | Address: | <u>2367 Las Colinas Ave</u> |
| | <u>Clearwater, FL 33764</u> | | <u>Los Angeles, CA 90041</u> |

| | | | |
|-----------------|-------------------------|-----------------|---------|
| Name and Title: | <u>Em Demaio, Co AD</u> | Name and Title: | <u></u> |
|-----------------|-------------------------|-----------------|---------|

| | | | |
|----------|-------------------------------|----------|---------|
| Address: | <u>546 Potter Blvd.</u> | Address: | <u></u> |
| | <u>Brightwaters, NY 11718</u> | | <u></u> |

| | | | |
|-----------------|---------|-----------------|---------|
| Name and Title: | <u></u> | Name and Title: | <u></u> |
|-----------------|---------|-----------------|---------|

| | | | |
|----------|---------|----------|---------|
| Address: | <u></u> | Address: | <u></u> |
|----------|---------|----------|---------|

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

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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: Samuel Arnold
Address: 2240 Riverside Dr N
Clearwater, FL 33764

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Samuel Arnold
Address: 2240 Riverside Dr N
Clearwater, FL 33764

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: January 1, 2021 (OPTIONAL.)

If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I, 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

10/28/20
Date

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

10/28/20
Date

Articles of Incorporation of **Compass Theatre, Inc.** The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

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First: The name of the Corporation shall be **Compass Theatre, Inc.**

Second: The place in this state where the principal office of the Corporation is to be located is the City of Clearwater, Pinellas County.

Third: Compass Theatre, Inc is a Theatre company focused on producing new and classic plays with a focus on equity, diversity and inclusion. We aim to redefine these works and introduce our community to theatre that is representative of all.

Said corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Samuel L Arnold: 2240 Riverside Dr N; Clearwater, FL 33764

Kevin D Shewey: 2367 Las Colinas Ave; Los Angeles, CA 90041

Emily H Demaio: 546 Potter Blvd; Brightwaters, NY 11718

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 Third hereof. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or 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 of the county in which the principal office of the corporation 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.

In witness whereof, we have hereunto subscribed our names this 25th day of 10, 2026.