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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : REGISTERED AGENTS INC.  
Account Number : I20090000081  
Phone : (307)200-2803  
Fax Number : (855)330-1010

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Countdown Arts, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S.. (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: Countdown Arts, Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal <u>street</u> address: <u>7901 4th St N STE 300</u> <u>St. Petersburg, FL 33702</u> _____	Mailing address, if different is: _____ _____ _____
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**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: \_\_\_\_\_

Countdown Arts will promote the art of comedic theater through performance, education,  
and community-building activities.  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: \_\_\_\_\_  
stated within bylaws  
\_\_\_\_\_

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: <u>Kelly Buttermore - Director</u> Address: <u>39-42 46th Street, Apt. 2</u> <u>Sunnyside, NY 11104</u> _____	Name and Title: <u>Justin Peters - Directo</u> Address: <u>427 W. Sheridan Pl.</u> <u>Lake Bluff, IL 60044</u> _____
Name and Title: <u>Daniel Luzer - Director</u> Address: <u>339 E 88th St, Apt. 5C</u> <u>New York, NY 10128</u> _____	Name and Title: _____ Address: _____ _____ _____
Name and Title: _____ Address: _____ _____ _____	Name and Title: _____ Address: _____ _____ _____

FILED  
JUN 10 2009  
CLERK OF DISTRICT COURT  
JULY 10 2009

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

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: Northwest Registered Agent LLC

Address: 7901 4th ST N STE 300

St. Petersburg, FL 33702

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Morgan Noble

Address: 7901 4th ST N STE 300

St. Petersburg, FL 33702

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_. (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.

*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*

Tom Glover  
Required Signature of Registered Agent

07/07/2021  
Date

*I 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.*

Morgan Noble  
Required Signature of Incorporator

07/07/2021  
Date

### ARTICLE III

The purpose or purposes for which the corporation is organized are as follows:

Countdown Arts will promote the art of comedic theater through performance, education, and community-building activities.

Said organization is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.