

AUG 12 2021 THU 09:17 AM FAX  
**N 2100009384**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H21000293953 3)))



H21000293953340C1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From:  
Account Name : WARD, DAMON & POSNER, P.A.  
Account Number : 07226200447  
Phone : (561)842-3000  
Fax Number : (561)842-3626

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

Email Address: mjposner@warddamon.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Palm Beach Opera Holdings Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

21 AUG -5 AM 07

2021/08-05 PM 12:25

Fax Audit No.: H21000293953 3

**ARTICLES OF INCORPORATION OF  
PALM BEACH OPERA HOLDINGS INC.**

The undersigned acting as President and Secretary under the Florida not for profit Corporation Act, adopts the following Amended and Restated Articles of Incorporation for such Corporation:

**ARTICLE I NAME**

The name of this Corporation is **Palm Beach Opera Holdings Inc.** For convenience, **Palm Beach Opera Holdings Inc.** is hereinafter referred to as the "Corporation."

**ARTICLE II DURATION AND COMMENCEMENT**

The duration of the Corporation shall be perpetual, and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

**ARTICLE III PURPOSES, NATURE AND POWERS**

The purpose for which the Corporation is organized, and the general nature of the activities shall be:

- a. This is a non-stock, not for profit corporation organized solely for the public interest of its members, pursuant to Florida Statutes, Chapter 617.
- b. This Corporation shall not engage in any activity for pecuniary profit.
- c. The Corporation is organized exclusively for charitable, 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 of 1954 (or the corresponding provision of any future federal tax code).
- d. The Corporation is organized to engage in activities as a private corporation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding

Prepared by: Michael J Posner, Esq.  
4420 Beacon Circle  
West Palm Beach, FL 33407  
Florida Bar No: 525685

Fax Audit No.: H21000293953 3

Fax Audit No.: H21000293953 3

provision of any future federal tax code) including, without limitation, a charity created to own and hold real property leased solely to Palm Beach Opera Inc. for educational and cultural activities.

e. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 exempt purposes set forth herein. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(1) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or

(2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

f. The Corporation will endeavor to 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.

g. 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.

h. 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.

Fax Audit No.: H21000293953 3

i. 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.

j. 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 IV MEMBERSHIP AND ADMISSION

Membership and manner of admission of members of the Corporation shall be as set forth in the By-Laws of the Corporation.

#### ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to Palm Beach Opera Inc., or if Palm Beach Opera Inc. is no longer in existence, then to any successor not for profit corporation providing substantially the same permitted uses as this Corporation created within six (6) months of such dissolution, and if such organization does not timely exist, then to any opera company supporting the goals of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or other corresponding provision of any future United States Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court 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.

#### ARTICLE VI DIRECTORS

A. Number of Directors: The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the

Fax Audit No.: H21000293953 3

Board of Directors shall from time to time determine but not less than three (3) or more than five (5) persons.

B. Election of Directors. Election of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Corporation are as follows:

David Walker:  
1800 S. Australian, Unit 301, West Palm Beach, Florida 33409

Frederick Joseph Cremona, Jr.  
1800 S. Australian, Unit 301, West Palm Beach, Florida 33409

Andrew P. Todd  
1800 S. Australian, Unit 301, West Palm Beach, Florida 33409

#### ARTICLE VII OFFICERS

A. Subject to overall supervision of the Board of Directors of the Corporation and to any special provisions of the By-Laws of the Corporation, the affairs of the Corporation are to be managed by the following officers (who will be elected at the annual meeting of the said Board of Directors to be held at such time as may be determined by the By-Laws):

A. President, one or more Vice Presidents; Secretary; and Treasurer. The office of Secretary and Treasurer may be held by one (1) person.

B. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Office</u>	<u>Name</u>
President	David Walker
Vice-President	Frederick Joseph Cremona, Jr. Andrew P. Todd
Treasurer	Frederick Joseph Cremona, Jr.
Secretary	Andrew P. Todd

Prepared by: Michael J Posner, Esq.  
4420 Beacon Circle  
West Palm Beach, FL 33407  
Florida Bar No: 525685

Fax Audit No.: H21000293953 3

**ARTICLE VIII BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended, or repealed by the Membership in the manner set forth in the By-Laws.

**ARTICLE IX REGISTERED OFFICE, AGENT AND ADDRESS**

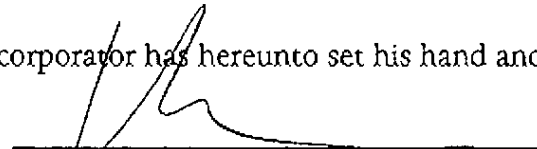
The registered office of this Corporation shall be at 4420 Beacon Circle, West Palm Beach, Florida 33409 with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent at that address shall be Ward Damon Business Services, LLC. The principal office of the Corporation shall be at 1800 S. Australian, Unit 301, West Palm Beach, Florida 33409.

**ARTICLE X - INCORPORATOR**

The name and address of the Incorporator is:

Michael J Posner                      4420 Beacon Circle, West Palm Beach, Florida 33407

IN WITNESS WHEREOF, the said incorporator has hereunto set his hand and seal this 31<sup>st</sup> day of July 2021.

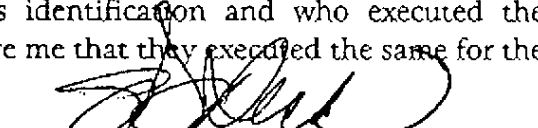
  
Michael J Posner

STATE OF FLORIDA; COUNTY OF PALM BEACH

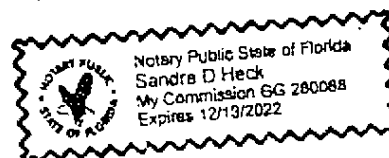
) ss:

I HEREBY CERTIFY that on this 5<sup>th</sup> day of August 2021, sworn to and subscribed before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, by means of ☒ physical presence or ☐ online notarization, Michael J Posner ☒ to me known to be the persons described in or ☐ who have produced \_\_\_\_\_ as identification and who executed the foregoing instrument and acknowledged before me that they executed the same for the purposes therein expressed.

My Commission Expires:

  
Notary Public, State of Florida at Large

Prepared by: Michael J Posner, Esq.  
4420 Beacon Circle  
West Palm Beach, FL 33407  
Florida Bar No: 525685



Fax Audit No.: H21000293953 3

IN WITNESS WHEREOF, the said President and Secretary have hereunto set their hand and seal this 3<sup>rd</sup> day of July 2021 in any number of counterparts.

Attest: Andrew P. Todd  
Andrew P. Todd, Secretary

David Walker  
David Walker, President

(Not for Profit Corporate Seal)

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this 3<sup>rd</sup> day of July 2021, sworn to and subscribed before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, by means of ☒ physical presence or ☐ online notarization, David Walker, President and Andrew P. Todd, Secretary ☐ to me known to be the persons described in or ☒ who have produced DRIVER LICENSES and \_\_\_\_\_ as identification and who executed the foregoing instrument and acknowledged before me that they executed the same for the purposes therein expressed.

Brianna Vernon  
Notary Public, State of Florida at Large

My Commission Expires:



Prepared by: Michael J Posner  
4420 Beacon Circle  
West Palm Beach, FL 33407  
Florida Bar No: 525685

Fax Audit No.: H21000293953 3

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

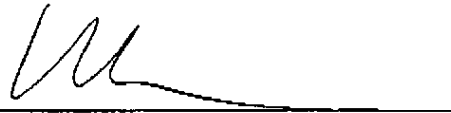
**ACKNOWLEDGMENT:**

Having been named to accept service of process for **Palm Beach Opera Holdings Inc.**, at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 617.0503 Florida Statutes.

Date: July 30, 2021.

Ward Damon Business Services, LLC.

By:



Michael J Posner, Manager

c:\bn\plpalm beach opera\holdings\articles of incorporation v2.doc

Prepared by: Michael J Posner, Esq.  
4420 Beacon Circle  
West Palm Beach, FL 33407  
Florida Bar No: 525685