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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : PROTEGE NONPROFIT SOLUTIONS, INC.
Account Number : I20200000070
Phone : (407)434-9769
Fax Number : (407)796-9296

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

Email Address: Info@livioferrari.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THEATER IN THE GARDEN INC.**

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127 West Fairbanks Avenue

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Winter Park, FL 32789

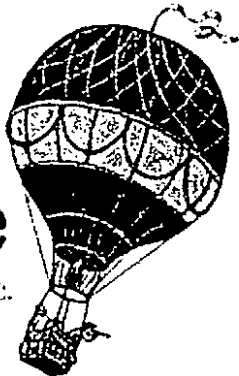
Hello@ProtegeNonprofitSolutions.com

P: (407) 434-9767

F: (407) 796-9296

Protégé

NONPROFIT SOLUTIONS, INC.



Friday, October 14, 2022

TO: Florida Department of State
Division of Corporations, Amendment Section
The Centre of Tallahassee
2415 North Monroe Street
Suite 810
Tallahassee, FL 32303
(850) 245-605

Dear Florida Department of State, Division of Corporations:

Enclosed are the Amended and Restated Articles of Incorporation for the Not for Profit Organization Theater In The Garden Inc., Document Number N22000010021. A total of \$35.00 is also enclosed for the filing fee. Should there be any issues with this filing, please do not hesitate to contact us.

Sincerely,

Clayton Louis Ferrara
Protégé Nonprofit Solutions, Inc.

2022 OCT 17 AM 8:18

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR

THEATER IN THE GARDEN INC.
A FLORIDA NOT FOR PROFIT CORPORATION

Document Number: N22000010021

Pursuant to the provisions of § 617.1006, Fla. Stat., this Florida Not for Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation shall be Theater In The Garden Inc. (the “**Corporation**”).

ARTICLE II.
PRINCIPLE OFFICE & MAILING ADDRESS

The place in this state where the principal office and mailing address of the Corporation is to be located is:

1749 San Bernadino Way
Naples, FL 34109

ARTICLE III.
PURPOSE

Theater In The Garden Inc. is organized exclusively for charitable 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.

ARTICLE IV.
TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V.
MANNER OF ELECTION

The Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of Directors be fewer than three.

ARTICLE VI.
OFFICERS AND/OR DIRECTORS

The name, address, and title of the persons who are the Directors of the Corporation are as follows:

| Name | Title | Address |
|---------------|--------------|--|
| Livio Ferrari | Board Member | 1749 San Bernadino Way Naples, FL 34109 |
| Sarah Barlow | Board Member | 1749 San Bernadino Way Naples, FL 34109 |
| Sandra Moran | Board Member | 340 West Street Naples, FL 34108 |

ARTICLE VII.
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII.
POWERS

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 purposes set forth in Article Three 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IX.
DISSOLUTION OF CORPORATION

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.

ARTICLE X. **MEETINGS**

After incorporation, the appropriate Members of the Corporation shall hold an organizational meeting in accordance with § 617.0205 Fla. Stat., as amended.

The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all Directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE XI. **MEMBERS**

The Corporation may have one or more classes of nonvoting Members as described in the Bylaws of the Corporation. The Members of the Corporation shall be the Board of Directors stated in these Amended and Restated Articles of Incorporation. Additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination based on race, religion, sex, gender or absence of gender, or national origin. A membership interest in the Corporation is not transferable.

ARTICLE XII. **AMENDMENT TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of majority of the full Board of Directors of the Corporation at a meeting called for such purpose in accordance with the Bylaws. The Members may not amend the Articles of Incorporation of the Corporation.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation at a regular meeting with a quorum being present which was held on October 5, 2022. This meeting of the Directors met the requirements of both the Articles of Incorporation and the Bylaws.

ARTICLE XIII. **REGISTERED AGENT**

The name and address of the Registered Agent is:

Livio Ferrari
1749 San Bernadino Way
Naples, FL 34109

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2022 OCT 17 AM 8:19
CLERK OF DISTRICT COURT
NAPLES, FL



livio ferrari (Oct 10, 2022 08:21 EDT)

Livio Ferrari, Registered Agent

Oct 10, 2022

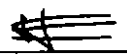
Date

Having been appointed the Registered Agent of Theater In The Garden Inc., and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

**ARTICLE XIV.
INCORPORATOR**

The name and address of the Incorporator is:

Livio Ferrari
1749 San Bernadino Way
Naples, FL 34109



livio ferrari (Oct 10, 2022 08:21 EDT)

Livio Ferrari, Incorporator

Oct 10, 2022

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 § 817.155, F.S.

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TALLAHASSEE, FL