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FLORIDA PROFIT/NON PROFIT CORPORATION

Theatre for Social Justice, Inc.

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**ARTICLES OF INCORPORATION
OF
THEATRE FOR SOCIAL JUSTICE, INC.
(A Florida Not-for-Profit Corporation)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned Incorporator hereby makes, adopts, and subscribes the following Articles of Incorporation:

Article 1 – Name of Corporation

The name of this corporation shall be:

Theatre for Social Justice, Inc.

Article 2 – Principal Address

The principal address and the mailing address of the corporation shall be:

5020 Clark Road, #257
Sarasota, FL 34233

Article 3 - Purpose of Corporation

The purposes for which the corporation is organized are exclusively charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law. Such purposes shall include 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.

The general nature, objects, and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable, religious, educational, or scientific purposes including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

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- B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, officers, directors, 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 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 provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income and posed by Section 4942 of the Internal Revenue Code. Any distributions exceeding the amount required by Section 4942 of the Internal Revenue Code must be approved unanimously by all of the directors of the corporation. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue Law.

The specific nature, objects, and purposes of the corporation shall be to provide the community with experiential education in psychodrama and sociodrama social justice practices and thereby advance the support and protection of human rights. The corporation may also conduct all lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

The activities of the corporation shall include the generation of financial support for the corporation and its purposes by solicitation of gifts, grants, and donations, as well as engaging in various fundraising activities, conducting other independent activities supportive of the corporation and its purposes, investing funds derived from its activities and distributing funds to qualified organizations in such amounts as may be

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deemed proper for the uses and purposes of the corporation, and to do and perform generally all acts reasonably incident to the aforesaid purposes and objectives.

Article 4 – Board of Directors

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

Article 5 – Initial Officers and Directors

The names and addresses of the initial officers and directors of the corporation are as follows:

Priya Chada 5020 Clark Road, #257 Sarasota, FL 34233	-	Director
Samantha DeRosa 5020 Clark Road, #257 Sarasota, FL 34233	-	Director
Katalina DiCarlo 5020 Clark Road, #257 Sarasota, FL 34233	-	Director and Vice President
Jesus Martinez 5020 Clark Road, #257 Sarasota, FL 34233		Chief Operating Officer
Daisy Martinez-DiCarlo 5020 Clark Road, #257 Sarasota, FL 34233		Director and Chief Executive Officer

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Article 6 – Corporate Existence

The existence of this corporation shall be perpetual, until dissolved in accordance with the Bylaws.

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Article 7 – Bylaws

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided in the Bylaws.

Article 8 – Registered Office

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Cross Street Corporate Services, LLC.

Article 9 - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Daisy Martinez-DiCarlo, 5020 Clark Road, #257, Sarasota, Florida 34233.

Article 10 – Members

The qualification for members and the manner of their admission shall be as stated in the Bylaws.

Article 11 – Committees

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

Article 12 – Distribution Upon Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, religious, educational, and 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 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or

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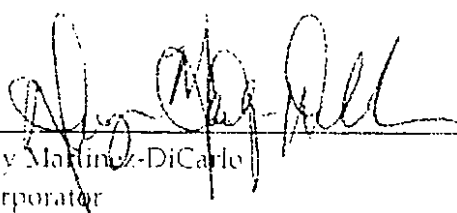
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organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Sarasota County, Florida, 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 13 – Amendment

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of September 2023.



Daisy Martinez-DiCarlo
Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By: 
Christina J. Whittemore
As its Vice President

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