

N24263

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

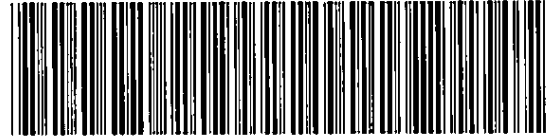
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000374170940

N 24263

Offices of
INS, GAYNOR & BRONSTEIN, P.A.
 111 Second Avenue N.E., Suite 700
 Post Office Box 14034
 St. Petersburg, Florida 33713
 813-895-1971
 Tampa 813-221-8027
 Telecopier 813-823-8979

David S. Bernstein
 Joel D. Bernstein
 Susan W. Carlson
 Robert C. Decker
 Joan A. Fortune
 Joseph W. Gaynor

Richard H. Makchon, Jr.
 David L. Robbins
 Roger J. Rovell
 Robert S. Schumaker
 David R. Vetter
 L. Geoffrey Young

Refer to File No.
 11053/36769

December 18, 1987

01/04/88	00067	004
NON PROFIT		
REGISTERED AGENT		20.00
CERT/PHOTO COPY		5.00
NON PROFIT		30.00

Foreign and Nonprofit Section
 Bureau of Corporate Records
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

CERTIFIED MAIL
 RETURN RECEIPT 55.00

RE: Articles of Incorporation:
 PACT Institute for the Performing Arts, Inc.
 and Performing Arts Center Fund, Inc.

Gentlemen:

NP 2 DEC check

On behalf of the two above-referenced not-for-profit corporations, enclosed please find two executed copies of the Articles of Incorporation for each corporation, and a check in the total amount of \$110.00, representing the filing fee, the certified copy fee, and the registered agent fee for each corporation.

Your attention is directed to Article II of the Articles of Incorporation which may state specific commencement dates for these corporations. Please make sure your records indicate the correct effective dates.

Please acknowledge filing of these documents by stamping the duplicate copies and returning them to me, along with a certified copy of each document. If you have any questions or require further information, please contact me by telephone.

Notary OK per TH

Sincerely yours,

Susan W. Carlson
 R. AGENT FEE 30
 C. COPY 80
 TOTAL 110
 N. BANK
 BALANCE DUE
 REFUND

SWC:mc
 Enclosures

Name	<i>KRO 12-22</i>
Address	<i>KRO 12-22</i>
Document	<i>KRO 12-22</i>
Examine	<i>KRO 12-22</i>
Updates	<i>KRO 12-22</i>
U.S. Bank	<i>KRO 12-22</i>
Yours	<i>KRO 12-22</i>

Law Offices of
ROBBINS, GAYNOR & BRONSTEIN, P.A.

111 Second Avenue N.E., Suite 700
Post Office Box 14034
St. Petersburg, Florida 33733

813-895-1971
Tampa 813-221-8027

Telecopier 813-823-8979

Refer to File No.

David S. Bernstein
Arl D. Bronstein
Susan W. Carlson
Robert C. Decker
John A. Fortasse
Joseph W. Gaynor

Richard H. Malchon, Jr.
David L. Robbins
Roger J. Rowell
Michael L. Russell
Robert S. Schumaker
David R. Vetter
L. Geoffrey Young

January 5, 1987

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301
Attn: Foreign and Non Profit Section
- Mrs. Brenda Tadlock

RE: Performing Art Center Fund, Inc.
Reference: W55546 and
Pact Institute for the Performing Arts, Inc.
Reference: W55545

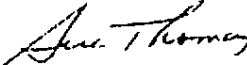
Gentlemen:

Pursuant to my telephone conversation today with Brenda Tadlock the assistant supervisor of the Foreign and Non Profit Section, I enclose original and duplicate copies of Articles of Incorporation for the two (2) referenced Florida Not-For-Profit Corporations. As we discussed, the rubber stamp of the notary public on each document would seem to satisfy all requirements of Florida Statutes. However, to expedite the filing of these articles, the notary public has affixed her impression seal on each document.

Therefore, I would assume that these documents are now ready for filing with your office.

If you require any further assistance, please contact me by telephone rather than returning the documents.

Very truly yours,



Sue Thomas
Legal Assistant to
Susan W. Carlson

ST/nlf
Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 28, 1987

Susan W. Carlson, Atty.
Robbins, Gaynor & Bronstein
PO Box 14034
St. Petersburg, FL 33733

SUBJECT: PERFORMING ARTS CENTER FUND, INC.
Reference: W55546

Dear Ms. Carlson:

We have received your document for the above corporation and your check(s) totaling \$55.00. However, the document has not been filed and is being returned for the following:

The notary public's acknowledgement is incomplete. Seal, signature and expiration date must be affixed.

Please add the notary seal.

If you have questions concerning the filing of your document, please call (904) 487-6051.

Karen Gibson
Document Examiner
Nonprofit Section

ARTICLES OF INCORPORATION

OF

PERFORMING ARTS CENTER FUND, INC.
(A Corporation Not-for-Profit)

We, the undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: PERFORMING ARTS CENTER FUND, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSES

Said corporation is organized and shall be operated solely to solicit and to receive contributions to be distributed and used for charitable, education, and scientific purposes, including the making of distributions for such purposes to organizations that qualify as exempt organizations 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 recipient of such distributions shall, unless otherwise determined by the Board of Directors, be PACT, Inc., a Florida not-for-profit corporation.

ARTICLE IV

POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(a) 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

FILED
1988 JAN -8 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 III 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 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. 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 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 organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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 V

MEMBERSHIP

(a) This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

(b) Those persons who make contributions to this corporation shall be eligible for membership in this corporation. Each such person approved by the Board of Directors, in accordance with the Bylaws, shall be automatically admitted as a member of this corporation for the fiscal year of the corporation in which a contribution is made; provided, that the Board of Directors may also provide for Funded Life Membership. The Board of Directors, in accordance with the Bylaws, may expel members.

(c) All members shall have the same rights and privileges and each member shall be entitled to one (1) vote on all corporate matters requiring a vote of the membership. The members shall be entitled to elect the Directors. Except as otherwise provided by law, the members in attendance at any duly called meeting shall constitute a quorum and the majority vote of the members in attendance shall govern as to all matters requiring a vote of the membership.

ARTICLE VI

BOARD OF DIRECTORS

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected by the members of the corporation on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors nor more than forty (40). Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Directors elected by the Board of Directors to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each member of the Board of Directors must be a member of the corporation as a condition precedent to election or appointment to the Board except as otherwise provided in the Bylaws. The Board of Directors may be organized into two (2) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

CLASS A DIRECTORS - term expires 1988

Mr. Alan C. Bomstein
620 Drew Street
Clearwater, FL 33515

Myra Chandler Haas
2261 Kent Drive
Largo, FL 33540

Mr. James Cantonis
305 Orlando Road
Belleair, FL 33516

Mr. Timothy A. Johnson, Jr.
911 Chestnut Street
Clearwater, FL 33516

Mr. George Feaster
2862 Vernon Terrace
Largo, FL 33540

Mrs. Donald Kaiser
Shipwatch #1 #5005
11450 Harbor Way
Largo, FL 33544

Mr. John D. Fite
156 Palmetto Road
Belleair, FL 33516

Mr. Maunel Koutsourais
542 Main Street
Dunedin, FL 34698

Mrs. Ben I. Friedman
4 Belleview Blvd., Apt. 601
Belleair, FL 33516

Rita Garvey
112 S. Osceola Ave.
Clearwater, FL 33516

Richard S. Gubner, M.D.
2905 Mill Stream Court
Clearwater, FL 33519

Mrs. Alfred Schick
1690 Robin Hood Lane
Clearwater, FL 33516

Mr. Gus A. Stavros
6201 80th Avenue N.
Pinellas Park, FL 34290

Mr. Robert Wiggins
8550 Ulmerton Road
Largo, FL 33540

CLASS B DIRECTORS - term expires 1989

Mrs. Henrietta Campbell
1086 Eldorado
Clearwater Beach, FL 33515

Mr. Kennetha Delarbre
1618 S. Highland Ave.
Clearwater, FL 33516

Mr. Howard G. Groth
2078 S. Druid Circle
Clearwater, FL 33516

Mr. James R. Harper
1499 Gulf-to-Bay Boulevard
Clearwater, FL 33518

Mr. Harold P. Heye
624 Chestnut Street
Clearwater, FL 34616

Mrs. Alfred Hoffman
949 Bay Esplanade
Clearwater, FL 33515-1904

Mrs. Jane McFarland
45 St. Andrews Drive
Belleair, FL 33516

Mr. William A. Mitchell
1580 Gulf Blvd.
Belleair Shores, FL 33535

Mr. James B. Mooney
3045 Braeloch Circle E.
Clearwater, FL 34619

Mrs. Alice Reeves
231 South Garden Circle
Belleair, FL 33516

Mr. Charles Rutenberg
2901 U.S. Highway 19 North
Clearwater, FL 33575-1806

Mr. Herbert C. Schwartz
2922 St. Andrews Blvd.
Tarpon Springs, FL 33589

Mr. Jim Stewart
1245 Court St., #100
Clearwater, FL 34616

Mrs. John C. Uilery
1326 Golf View Drive
Belleair, FL 33516

CLASS C DIRECTORS - term expires 1990

Ms. June Baumgardner-Gelbart
2252 Toniwood Lane
Palm Harbor, FL 33563

Mr. Carroll Cheek
415 Bayview Drive
Clearwater, FL 33516

Mrs. Willard Gortner
South Garden Six, Apt. 108
Belleair, FL 33516

Mr. Walter P. Lowenberg
2500 East Bay Drive
Clearwater, FL 33546

Mrs. Florence Cleland
100 Oakmont Lane
Apartment 405
Belleair, FL 33516

Mr. Michael Mitchell
1640 Gulf-to-Bay Blvd.
Clearwater, FL 33518

Mr. James David
2120 Range Road
Clearwater, FL 33575

Mr. E. Leslie Peter
710 Oakfield Drive
Suite 220
Brandon, FL 33511

Mr. Larry Dimmitt
2201 U.S. Highway 19 N.
Clearwater, FL 33575-2642

Mr. Lew Phillips
523 Lakeview Road
Clearwater, FL 33516

Mr. Jack M. Eckerd
100 N. Starcrest Drive
Clearwater, FL 34625

Mrs. Barbara Sheen Todd
315 Court Street
Clearwater, FL 33516

ARTICLE VII

INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VIII

BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be:
911 Chestnut Street, Clearwater, Florida 33516.

The registered agent shall be: Timothy A. Johnson, Jr.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE X

AMENDMENT OF ARTICLES


These Articles of Incorporation may be amended by the Board of Directors and the members and such amendments may be proposed and adopted in the manner provided in the Bylaws and by law

ARTICLE XI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Timothy A. Johnson, Jr., 911 Chestnut Street, Clearwater, Florida 33516.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 19th day of November, 1987.



Timothy A. Johnson, Jr.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was sworn to and acknowledged before me this 14th day of December, 1987, by Timothy A. Johnson, Jr.




NOTARY PUBLIC, State of Florida
M. JEANNE BOYCE

My Commission Expires:

Notary Public, State of Florida
My Commission Expires November 17, 1991
Bonded by: Troy Felt Insurance, Inc.

ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to §§607.034 and 617.023, Florida Statutes, I hereby accept the designation, agree to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of §607.325, Florida Statutes.



Timothy A. Johnson, Jr.,
Registered Agent

FILED
130 JAN -3 11

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

B-68040 8/14/89

CORPORATION
ANNUAL REPORT
1989



FLORIDA DEPARTMENT OF STATE
Jim Sreen
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

1989 AUG - 14 10 05

Filing Fee of \$35 Required - Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office
N24263 B
PERFORMING ARTS CENTER FUND, INC.
C/O TIMOTHY A. JOHNSON, JR.
911 CHESTNUT STREET
CLEARWATER, FL 33516
ZIP - 4

2. E-mail, Fax and Address of Corporation Principal Office
3. State Address
4. PO Box Number
5. City and State
6. ZIP Code

3. Date of Report and a Check to Do Business - Florida 01/08/1988
4. Federal Employer Identification Number 59-2889223

Job	Name of Officer and Division	Street Address of Each Officer and Director (Do NOT Use P.O. Box Number)	City and State
D	DOMSTEIN, ALAN C.	520 DREW STREET	CLEARWATER, FL
P	Breman, Arnold N.	1111 McMullen-Booth Rd	Clearwater, FL
D	CANNONIS, JAMES	305 ORLANDO RD.	BELLEAIR, FL
C/D	Rutenberg, Charles	2901 U.S. Highway 19 N	Clearwater, FL
D	PEASTER, GEORGE	2862 VERNON TERRACE	LARGO, FL
Vice C/D	Check, Carroll W.	600 Cleveland St-Suite 960	Clearwater, FL
D	PITB, JOHN D.	156 PALMETTO RD.	BELLEAIR, FL
Vice C/D	Harper, James	600 Cleveland St-8th floor	Clearwater, FL
D	HAAS, MYRA CHANDLER	2261 KENT DR.	LARGO, FL
S/D	Groth, Howard G.	1111 McMullen-Booth Rd	Clearwater, FL
D	JOHNSON, TIMOTHY A., JR.	911 CHESTNUT STREET	CLEARWATER, FL

REGISTERED AGENT INFORMATION

Name and Address of Current Registered Agent
JOHNSON, TIMOTHY A., JR.
911 CHESTNUT STREET
CLEARWATER, FL 33516

Name and Address of New Registered Agent
Arnold N. Breman
1111 McMullen-Booth Road
Clearwater FL 34619

Signature of Registered Agent: [Signature]
DATE: 6/14/89

Signature of President & Chief Executive Officer: [Signature]
Arnold N. Breman
President & Chief Executive Officer (813) 791-7060
DATE: 6/14/89

12. Shows the status of the corporation
CERTIFICATE OF STATUS DESIRED
\$5 Additional Fee required for a Certificate of Status

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

CORPORATION
ANNUAL REPORT
1990



FLORIDA DEPARTMENT OF STATE
2nd Floor
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE
68-302-3 11 5 88

Filing Fee of \$35 Required - Make Checks Payable To: Secretary of State

1 Name and Address of Corporation Principal Office
N24263 8
ZIP + 4 PRESORT
PERFORMING ARTS CENTER FUND, INC.
C/O TIMOTHY A. JOHNSON, JR.
911 CHESTNUT STREET
CLEARWATER, FL 33516

2 Address of Office (If indicated in any way, enter the correct address below. P.O. Box Number is NOT sufficient. The NAME of the corporation can be changed only by filing an amendment)
Street Address 21
P.O. Box No. 22
City and State 23
Zip Code 24

3 Date incorporated or Qualified To Do Business in Florida **01/08/1988** 4 FEI Number **59-2868623** FEI Number Applied For
FEI Number Not Applicable

6 Name and Street Addresses of Each Officer and Director (Do not use any connector type or fail to cover any incorrect information)

1	2	3 (Do NOT use P.O. Box Number)	4
Title	Name of Officers and Directors	Street Address of Each Officer and Director	City and State
1	BREMAN, ARNOLD N Ex/Dir: Elissa O. Getto	1111 McMullen-Booth Rd	CLEARWATER, FL
2	RUTENBERG, CHARLES C/D: Carroll Cheek	2901 US HIGHWAY 19 N 600 Cleveland St., Suite 960	CLEARWATER, FL
3	CHEEN, CARROLL W V/D: Frederick Fisher	600 CLEVELAND ST STE 960 1814 Hammock Pine Blvd.	LARGO, FL
4	HARPER, JAMES T/D: James Mooney	600 CLEVELAND ST X 8 FLOOR 3045 Braeloch Circle E.	CLEARWATER, FL
5	GROTH, HOWARD G S/D	1111 McMullen-Booth Rd	CLEARWATER, FL
6	JOHNSON, TIMOTHY A, JR 911 CHESTNUT STREET CLEARWATER, FL		

REGISTERED AGENT INFORMATION

7 Name and Address of Current Registered Agent
Elissa O. Getto
Street Address (Do NOT use P.O. Box Number)
c/o PACT, Inc.
Street Address (Do NOT use P.O. Box Number)
1111 McMullen Booth Rd.
City and State
Clearwater FL 34619

8 I, the undersigned, in presence of 2 witnesses and 2 disinterested witnesses, have read and approved the contents of this report and the laws of the State of Florida, and I hereby certify that the information indicated on this annual report is true and correct and that the corporation shall have the same with respect to the year ending on the date of this report. The corporation of the foregoing is duly organized and in full compliance with the laws of the State of Florida.
March 5, 1990

SIGNATURE *Elissa O. Getto* DATE **6/20/90**

9 I, the undersigned, in presence of 2 witnesses and 2 disinterested witnesses, have read and approved the contents of this report and the laws of the State of Florida, and I hereby certify that the information indicated on this annual report is true and correct and that the corporation shall have the same with respect to the year ending on the date of this report. The corporation of the foregoing is duly organized and in full compliance with the laws of the State of Florida.

SIGNATURE *Carroll Cheek, Ch* DATE **6/20/90**
Carroll Cheek Chairman
(813) 443-0605

10 Should you desire a Certificate of Status check the box
CERTIFICATE OF STATUS DESIRED **\$5 Additional Fee required for a Certificate of Status**

LAW OFFICES
MCMULLEN, EVERETT, LOGAN, MARQUARDT & CLINE, P.A.

FIRST NATIONAL BANK BUILDING
400 CLEVELAND STREET, CLEARWATER, FLORIDA 34618
P. O. BOX 1988

CLEARWATER, FLORIDA 34617
(813) 441-8068

JOHN TWEED MCMULLEN
FRANK C. LOGAN
EMIL C. MARQUARDT, JR.
HARRY S. CLINE
J. PAUL THOMAS
JAMES MARTIN, JR.
STEPHEN COLLETT
MARCO PEZZI
A. NATHAN NORTON
ROBERT C. DUNN, II
THOMAS C. NATHAN
NANCY L. PATRICK

N 24263
December 10, 1990

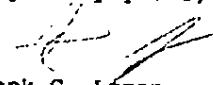
BY COUNSEL
JOE S. EVERETT
JOHN P. SOUTHMAYD
WILLIAM E. HODINE
PALM HARBOR OFFICE
(813) 785-4408
33801 HWY. 19 NORTH
PALM HARBOR, FL 34884
FAX (813) 442-8470

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed herewith is an original and copy of a Certificate of Amendments to Articles of Incorporation of The Performing Arts Center Fund, Inc. Also enclosed is our firm's check in the amount of \$87.50 (\$35.00 for filing and \$53.50 for certification) for the necessary filing fee. It would be appreciated if you would file the original and return a certified copy in the self-addressed stamped envelope provided.

Very truly yours,


Frank C. Logan

FCL/jk

Enclosures

FILED
1990 DEC 12 AM 9 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Kelly
Shank*

FILED
1990 DEC 12 11 09 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PERFORMING ARTS CENTER FUND, INC.

PERFORMING ARTS CENTER FUND, INC., a Florida corporation, under its corporate seal and the hand of its President, Carroll W. Cheek, and its Secretary, Frank C. Logan, hereby certifies that:

The Board of Directors of said corporation at a meeting called and held on November 29, 1990, adopted the following resolution:

1. RESOLVED that Article I of the Articles of Incorporation of this corporation shall be changed so as to read:

ARTICLE I

NAME

The name of the corporation shall be: PERFORMING ARTS CENTER FOUNDATION, INC."

2. RESOLVED that Article VI of the Articles of Incorporation of this corporation shall be changed so as to read:

ARTICLE VI

BOARD OF DIRECTORS


Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected by the members of the corporation on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors nor more than Fifty (50). The election and term of Directors of the corporation shall be established in the Bylaws. Each member of the Board of

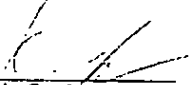
Directors must be a member of the corporation as a condition precedent to election or appointment to the Board except as otherwise provided in the Bylaws. The Board of Directors may be organized into two (2) or more separate categories of Directors as provided in the Bylaws."

The meeting of the members of the corporation called by the Board of Directors as aforesaid was held on the 29th of November, 1990, and at said special meeting of the members, said Amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all of the members present.

IN WITNESS WHEREOF, the said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 7th day of December, 1990.

PERFORMING ARTS CENTER FUND, INC.

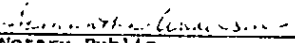
By: 
Carroll W. Cheek
President

Attest:  (Corporate Seal)
Frank C. Logan
Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared CARROLL W. CHEEK and FRANK C. LOGAN, President and Secretary, respectively, of PERFORMING ARTS CENTER FUND, INC., who executed the foregoing Certificate of Amendment to Articles of Incorporation, and they acknowledged before me that they executed this Certificate of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 7th day of December, 1990.


Notary Public

My Commission Expires

FILE NOW! AMOUNT DUE \$61.25 OR CORPORATION WILL BE DISSOLVED ON OR AFTER OCTOBER 9, 1991.

CORPORATION
ANNUAL REPORT
1991



FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
FL. CLERK OF STATE
INFORMATIONAL DIV.
TALLAHASSEE, FL.
FILED

FILING FEE OF \$61.25 REQUIRED

1 Name and Mailing Address of Corporation DOCUMENT # N24263 (8)

PERFORMING ARTS CENTER FOUNDATION, INC.
~~000 DONOR BLVD. MONROE, LA~~ c/o Elissa O. Getto
~~9000 CHESSON LANE STREET~~
~~00000 BRIDGEWAY, SUITE 33006~~

DO NOT WRITE IN THIS SPACE
2 Address. Do not include company file through the
return address and only the correct address. Do not
omit any part of the name of the corporation. List the
city and state.
3 City and State
1111 McMullen Booth Rd.
Clearwater, FL
34619

4 Date of Filing 01/08/1988 59-2868623 6 Certificate of Status Desired

7	8	9	10
11	12	13	14
E/D	GETTO, ELISSA O.	1111 McMullen-Booth Rd	CLEARWATER, FL
C/D	CHEEK, CARROLL	600 CLEVELAND ST., #960	CLEARWATER, FL
C/D	FISHER, FREDERICK FISHER	1814 HAMMOCK PINE BLVD	CLEARWATER, FL
T/D	MOONEY, JAMES	3045 BRAELOCH CIRCLE E.	CLEARWATER, FL
S/D	GROTH, HOWARD G	1111 McMullen-Booth Rd	CLEARWATER, FL

REGISTERED AGENT INFORMATION

15 Name and Address of Current Registered Agent
BREMEN, ARNOLD N
1111 McMullen-Booth Rd
CLEARWATER, FL 34619
16 Name and Address of Former Registered Agent
ELISSA O. GETTO
1111 McMullen-Booth Road
Clearwater, FL 34619

17 Signature of Registered Agent
Elissa O. Getto
18 Date 8/2/91
19 Signature of Chairman
Carroll Cheek
20 Date 8/2/91
21 Title Chairman
22 Telephone Number 813 443-0605

FILING FEE OF \$61.25 REQUIRED - Make Checks Payable To: Secretary of State \$8.75 Additional Fee required for a Certificate of Status

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION
ANNUAL REPORT
1992



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

RL2492

APPROVED
SEC. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FLA.
FILED

FILING FEE \$61.25 Make Payable To: Secretary of State

1. Name and Mailing Address of Corporation: **DOCUMENT #N24263 (8)**
PERFORMING ARTS CENTER FOUNDATION, INC.
C/O ELISSA O'GETTO
1111 McMULLEN BOOTH RD
CLEARWATER FL 34619-3219

2. If a change in location is indicated by any entry, file through the correct information and under that correct address. P.O. Box & street name. If the name of the corporation has changed, file the change in parentheses.

21 Mailing Address
22 P.O. Box (no)
23 City and State
24 Zip Code

3. Date incorporated or qualified to do business in Florida: **01/08/1988**

7. Do not check this box if you file through the incorrect information and under the old address in Block 2.

3a Date of Last Report: **09/05/1991**
4. FILING FEE: **59-2868623**
5. **\$8.75 Annual Fee (to be a Certificate of Status)**
6. CERTIFICATE OF STATUS DEEMED

6. Names and Street Addresses of Each Officer and Director (Do not use any corporate name or that to cover over incorrect information)

1	2	3	4
Title	Name of Officer and Director	Street Address of Each Officer and Director (Do not use the Florida Corporate Name)	City and State
E/D	GETTO, ELISSA O.	1111 McMULLEN-BOOTH RD	CLEARWATER, FL
C/D	CHEEK, CARROLL	600 CLEVELAND ST	CLEARWATER, FL
FISHER, FREDERICK		1814 HAMMOCK PINE BLVD.	CLEARWATER, FL
C/D	FISHER, FREDERICK FISHER	1814 HAMMOCK PINE BLVD	CLEARWATER, FL
C/D	JOHNSON, BILL	1907 CALUMET STREET	CLEARWATER, FL
T/D	MCNEE, JAMES	3045 BRAELOCK CIRCLE	CLEARWATER, FL
McHARG, TERRY		INNISBROOK GOLF RESORT	TARPON SPRINGS, FL
S/D	GROTH, HOWARD G	1111 McMULLEN-BOOTH RD	CLEARWATER, FL

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent
GETTO, ELISSA O., EXECUTIVE DIRECTOR & CEO
1111 McMULLEN-BOOTH RD
CLEARWATER, FL 34619

8. Name and Address of a Mailing Street Agent
81 Name
82 Street Address (Do not use P.O. Box)
83 City and State
84 State
85 Zip Code

9. This corporation is a corporation of Florida and is authorized to do business in Florida. The corporation is authorized to do business in Florida. The corporation is authorized to do business in Florida.

10. This corporation is authorized to do business in Florida.

11. I, the undersigned, being duly qualified, do hereby certify that the information furnished herein is true and correct to the best of my knowledge and belief.

SIGNATURE *Elissa O. Getto*
Elissa O. Getto
Executive Director & CEO
813 1791-7060

12. Should you wish to contribute to the Governor's Campaign Financing Trust Fund, check the box and include an additional \$5.00 to the filing fee.

File Now. Filing Fee after May 1 is \$225.00

CORPORATION
ANNUAL REPORT
1993



FLORIDA DEPARTMENT OF STATE
John Smith
Secretary of State
DIVISION OF CORPORATIONS

1. Corporation Mailing Address (if different from the address of the registered agent)
DOCUMENT # N24263 (8)
PERFORMING ARTS CENTER FOUNDATION, INC.
C/O ELISSA O GETTO
1111 N McMULLEN BOOTH RD
CLEARWATER FL 34619-3219

LET THE DATE IN THIS SPACE

3. Date of Incorporation in Corporate State	01/08/1988	3b. Date of this Report	07/24/1992
4. Filing Fee	592868623		Approved by _____
2. Mailing Address	26. Principal Office Address	5. Number of Directors	\$0.75
21. State	26. State	6. Filing Fee (if different from the amount in 4)	\$5.00 May Be Added to Fees
22. City	27. City	7. Filing Fee with 1992 Supplemental Fee (if different from 4)	\$138.75 Supplemental Fee Not Required
23. County	28. County	8. This corporation has not been organized in compliance with the provisions of Chapter 607, Florida Statutes	<input checked="" type="checkbox"/>
24. Zip	29. Zip	9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent

GETTO, ELISSA O
1111 McMULLEN-BOOTH RD
CLEARWATER FL 34619

FL

12. Director	E/D GETTO, ELISSA O. 1111 McMULLEN-BOOTH RD CLEARWATER FL	13. Executive Director & CEO Elissa O. Getto 1111 McMullen Booth Rd. Clearwater, Florida 34619
14. Director	C/D FISHER, FREDERICK 1814 HAMMOCK PINE BLDY. CLEARWATER FL	Chairman/Director Bill Johnson 112 Homeport Dr. Palm Harbor, Florida 34683
15. Director	C/D JOHNSON, BILL 1907 CALUMET STREET CLEARWATER FL	Vice Chairman/Director Jim Harper 540 Palmetto Road Belleair, Florida 34616
16. Director	I/D MCQUARG, TERRY INNISBROOK GOLF RESORT TARPON SPRINGS FL	Treasurer/Director Janice Case 205 Palm Island, NW Clearwater, Florida 34630
17. Director	S/D GROTH, HOWARD G 1111 McMULLEN-BOOTH RD CLEARWATER FL	Secretary/Director James Watrous 501 Palmetto Road Belleair, Florida 34616

14. Signature: *Elissa O. Getto*
Elissa O. Getto Executive Director & CEO (813) 791-7060
Date: 3/1/93

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION:
ANNUAL REPORT
1994



FLORIDA DEPARTMENT OF STATE
John Smith
Secretary of State
CONSUMER PROTECTION DIVISION

APPROVED
AND
FILED
MAY - 1 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Corporation Name
PERFORMING ARTS CENTER FOUNDATION, INC.

DOCUMENT #
N24263 (8)

3. Date of Incorporation
01/08/1988

4. Fiscal Year
59-2868623

5. Corporation of State of Origin
59-751 Additional Fee Allowed

6. Election of Corporate Form
 S Corporation
 C Corporation
 Partnership
 Trust
 Limited Liability Company

7. Estimated Corporate Income Tax
\$5.00 May Be Added to Fees

8. This corporation has a subsidiary corporation
 Yes No

2. Mailing Address
2a. Principal Office of Records
2b. Mailing Address
2c. Mailing Address
2d. Mailing Address
2e. Mailing Address

3. Name and Address of Current Registered Agent
**GETTO, ELISSA O
1111 McMULLEN-BOOTH RD
CLEARWATER FL 34619**

10. Name and Address of New Registered Agent

11. Purpose of Corporation
12. Officers and Directors

President	GETTO ELISSA O 1111 McMULLEN-BOOTH RD CLEARWATER FL C/O
Vice President	JOHNSON BILL 112 HOMEPORT DR. PALM HARBOR FL V/C/O
Secretary	HARPER JAMES 540 PALMETTO RD BELLEAIR FL
Treasurer	CASE JANICE 205 PALM ISLAND, NW CLEARWATER FL
Assistant Secretary	WATROUS JAMES 501 PALMETTO ROAD BELLEAIR FL

3. Date of Last Report
03/19/1993

4. Telephone
59-2868623

5. Corporation of State of Origin
59-751 Additional Fee Allowed

6. Election of Corporate Form
 S Corporation
 C Corporation
 Partnership
 Trust
 Limited Liability Company

7. Estimated Corporate Income Tax
\$5.00 May Be Added to Fees

8. This corporation has a subsidiary corporation
 Yes No

13. Officers and Directors

Executive Director and CEO	Elissa O. Getto 1111 McMullen Booth Road Clearwater, FL 34619
Chairman	Bill Johnson (D) 112 Homeport Drive Palm Harbor, FL 34683
Vice Chairman (D)	James Harper 540 Palmetto Road Belleair, FL 34616
Treasurer (D)	Les Smout 2378 Anthony Avenue Clearwater, FL 34619
Secretary (D)	James Watrous 501 Palmetto Road Belleair, FL 34616
Assistant Secretary	Lois Miller 1880 Del Robles Terrace Clearwater, FL 34624

SIGNATURE: *Lois Miller Assistant Secretary* 4/29/94 (813) 791-7060
Lois Miller

FILE NOW: FILING FEE AFTER MAY 1 IS \$155.00

CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
JAMES B. ALMOND
GOVERNOR
JANUARY 15, 1995
JANUARY 15, 1995

APPROVED
AND
FILED

95-07-0 18 0:09

DOCUMENT # **N24263 (8)**

PERFORMING ARTS CENTER FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name and Address of Current Registered Agent		2. Name and Address of New Registered Agent		3. Date of Filing		4. Date of Report	
C/O ELISSA O GETTO 1111 McMULLEN BOOTH RD CLEARWATER FL 34619		C/O ELISSA O GETTO 1111 McMULLEN BOOTH RD CLEARWATER FL 34619		01/08/1988		05/01/1994	
5. Filing Fee		6. Filing Fee		7. Filing Fee		8. Filing Fee	
59-2868623		59-2868623		59-2868623		59-2868623	
9. Filing Fee		10. Filing Fee		11. Filing Fee		12. Filing Fee	
\$2.75 Additional Fee Required		\$5.00 May Be Added to Fees		\$68.75 Supplemental Fee Not Required		\$68.75 Supplemental Fee Not Required	
13. Filing Fee		14. Filing Fee		15. Filing Fee		16. Filing Fee	
21. Name and Address of Current Registered Agent		22. Name and Address of New Registered Agent		23. Name and Address of Current Registered Agent		24. Name and Address of New Registered Agent	
C/O Thomas R. Giddens		C/O Thomas R. Giddens		C/O Thomas R. Giddens		C/O Thomas R. Giddens	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
GETTO, ELISSA O 1111 McMULLEN-BOOTH RD CLEARWATER FL 34619		Thomas R. Giddens PAC Foundation, Inc. 1111 McMullen Booth Rd. Clearwater, FL 34619	
11. Signature of Current Registered Agent		11. Signature of New Registered Agent	
<i>[Signature]</i>		<i>[Signature]</i>	
12. Date of Filing		12. Date of Filing	
3/3/95		3/3/95	

12. OFFICERS AND DIRECTORS	13. OFFICERS AND DIRECTORS
DCEO GETTO, ELISSA O 1111 McMULLEN BOOTH RD CLEARWATER FL	Interim Executive Director Thomas R. Giddens 1111 McMullen Booth Rd. Clearwater, FL 34619
CD JOHNSON, BILL 112 HOMEPORT DR PALM HARBOR FL	Chairman Harper, James 540 Palmetto Road Belleair, FL
VCD HARPER, JAMES 540 PALMETTO RD BELLEAIR FL	Vice-Chairman Hurley, Renee 1540 Gulf Boulevard, PH 5 Clearwater, FL
TD SMOUT, LES 2378 ANTHONY AVE CLEARWATER FL	Treasurer Cantonis, James 105 Orlando Road Belleair, FL
SD WATROUS, JAMES 501 PALMETTO ROAD BELLAIR FL	
AS MILLER, LOIS 1880 DEL ROBLES TERRACE CLEARWATER FL	

SIGNATURE: *[Signature]* Thomas R. Giddens 3/13/95 813-791-7060

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNER OR CLERK ON DIRECTOR