

NA 7006000260

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(City/State/Zip/Phone #)

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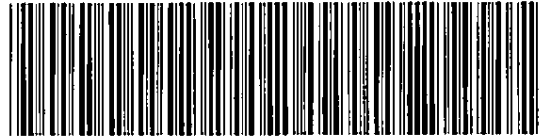
(Business Entity Name)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AND BUSINESSES  
JAN 2 2025  
HARRISBURG, PA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Martin Ensemble Theatre, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Pamela Dru Sutton  
Name (Printed or typed)

837 Grace Avenue  
Address

Panama City, FL 32401  
City, State & Zip

850-774-9337  
Daytime Telephone number

pdsutton@stonesuttonlaw.com  
E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

RECEIVED  
JAN 11 2011  
DEPT. OF STATE

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

**ARTICLE 1: NAME**

The name of the corporation shall be: **Martin Ensemble Theatre, Inc.**

**ARTICLE 2: EXISTENCE**

The corporation's existence shall be perpetual.

**ARTICLE 3: EFFECTIVE DATE**

The corporation's effective date will be **January 1, 2025.**

**ARTICLE 4: PRINCIPAL OFFICE**

The principal place of business of this corporation shall be 167 Park Place, Panama City Beach, FL 32413.

The mailing address shall be P. O. Box 134, Panama City, FL 32402.

**ARTICLE 5: PURPOSE**

The purposes for which the corporation is organized are to produce and present quality live theatre and other performing arts events to the community, to provide arts education programs and outreach, to train and promote the artistic development of local theatre artists, to engage in related activities to enhance the cultural vitality of downtown Panama City, Bay County, and surrounding communities in Northwest Florida, and to engage in other lawful activities in furtherance of these purposes, as the Board of Directors shall deem desirable and appropriate.

This corporation is organized exclusively for charitable, cultural, and educational 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. The corporation may conduct programs and activities, raise funds, request and receive grants, gifts, contributions, dues and bequests of moneys, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real and personal, and make expenditures and distributions in furtherance of its corporate purposes, in such manner as the Board of Directors may determine to be appropriate to further the foregoing purposes, and shall have all powers conferred by or permissible under the Florida Not For Profit Corporation Act.

**ARTICLE 6: PROHIBITED ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above. 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 or behalf of or in opposition to

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, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code, and 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 7: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, after paying or making provisions for the payment of all legal liabilities 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(s) as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE 8: BOARD OF DIRECTORS

The corporation shall have a Board of Directors that will govern all activities of Martin Ensemble Theatre, Inc., as specified in the by-laws. The by-laws also shall provide for their duties, functions, and manner of election. The Board of Directors shall manage the affairs of the corporation.

#### ARTICLE 9: MANNER OF ELECTION

The initial directors named in these Articles of Incorporation shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the corporation. At the first meeting of the Board of Directors, the Board of Directors shall elect officers, including a Chairperson, Secretary, and Treasurer, adopt bylaws, and carry on any other business brought before the meeting. The further election or appointment and terms in office of the directors shall be as described in the bylaws. Any action required or permitted by Florida Statutes to be taken by incorporators or directors at an organizational meeting may be taken without a meeting if the action taken is evidenced by written consents describing the action taken and signed by each incorporator or director.

#### ARTICLE 10: INITIAL OFFICERS AND/OR DIRECTORS

Directors: Pamela Dru Sutton, Esq., 837 Grace Avenue, Panama City, FL 32401  
Ashley Bonnin, 1202 Calabria Road, Panama City, FL 32405  
Summer Eubanks, 167 Park Place, Panama City Beach, FL 32413  
Noah Adcock, 4405 Pinetree Lane, Lynn Haven, FL 32444  
Elizabeth Sutton-Stone, 443 S. MacArthur Avenue, Panama City, FL 32401

#### ARTICLE 11: REGISTERED AGENT

SECRET  
FILED  
MAY 11 2011  
CLERK OF DISTRICT COURT  
PANAMA CITY, FLORIDA

The name and Florida street address of the register agent is:  
Pamela Dru Sutton, Esq., 837 Grace Avenue, Panama City, FL 32401.

ARTICLE 12: INCORPORATORS

The names and addresses of the incorporators are: Pamela Dru Sutton, Esq., 837 Grace Ave., Panama City, FL 32401; Ashley Bonnin, 1202 Calabria Road, Panama City, FL 32405; Summer Eubanks, 167 Park Place, Panama City Beach, FL 32413.

Having been named as registered agent to accept service of process for the above stated corporat 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.

Pamela Dru Sutton  
Signature of Registered Agent

12/27/24  
Date

We submit this document and affirm that the facts stated herein are true. We are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in F.S. Sec. 817.155.

Pamela Dru Sutton  
Signature of Incorporator

12/27/24  
Date

Summer Eubanks  
Signature of Incorporator

12/27/24  
Date

Ashley Bonnin  
Signature of Incorporator

12/27/24  
Date

FILED  
SECRETARY OF STATE  
JAN 2 2025  
PANAMA CITY, FL

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TALLAHASSEE, FL

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Date

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SECRETARY OF STATE  
JAN 2 2025  
PANAMA CITY, FLORIDA