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BASIC AMENDMENT

ORLANDO SHAKESPEARE FESTIVAL, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORLANDO SHAKESPEARE FESTIVAL, INC.**

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Pursuant to Sections 617.1001, 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, **ORLANDO SHAKESPEARE FESTIVAL, INC.**, a Florida not-for-profit corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation.

1. The name of the Corporation is **ORLANDO SHAKESPEARE FESTIVAL, INC.** The original Articles of Incorporation were filed with the Secretary of State of the Florida on January 26, 1989, and such Articles were amended by Articles of Amendment filed with the Secretary of State on May 1, 1989.

2. These Amended and Restated Articles of Incorporation amend in their entirety the Articles of Incorporation of the Corporation.

3. The Articles of Incorporation of the Corporation, as amended and restated, shall read as follows:

ARTICLE I

Name

The name of the Corporation is **ORLANDO-UCF SHAKESPEARE FESTIVAL, INC.**

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

The purposes of the Corporation are to engage in charitable, literary, or educational activities, within the meaning of §501(c)(3) and §170 of the Internal Revenue Code

of 1986, as amended, and applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its members where necessary to carry out the exempt purposes of the Corporation. Provided, however, that: (i) no part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or other individual; (ii) no substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the Corporation for each taxable year must be distributed at such time and in such manner so as not to subject the Corporation to the tax imposed by §4942 of the Code; (v) the Corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the Corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4944(d) of the Code); and, (vi) the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. The purposes and activities of the Corporation shall be as broad as permitted by the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within §501(c)(3) and §170 of the Code.

ARTICLE IV

Members

The Corporation shall not have members.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of the Directors and their terms of office shall be as provided in the By-Laws.

ARTICLE VI

Distribution of Assets upon Liquidation

The assets of the Corporation are irrevocably dedicated to the purposes specified in these Articles of Incorporation. Therefore, upon liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation as they shall determine; provided,

however, that such distributions shall be made exclusively: (i) for one or more exempt purposes, within the contemplation of §501(c)(3) of the Code; and or, (ii) to the United States federal government, and/or to a state or local government, nor a public purpose; or, (iii) for a comparable purpose, as specified in paragraphs (i) and (ii) of this Article VI, pursuant to court order.

ARTICLE VII

Indemnification

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the Corporation as specified in these Articles of Incorporation.

ARTICLE VIII

Amendment to Articles

These Articles of Incorporation may be amended by a majority vote of the Board of Directors. Provided, however, in no event shall any amendment be adopted which would adversely affect the Corporation's status as a tax exempt organization within the meaning of §501(c)(3) and §170 of the Code.

ARTICLE IX

By-Laws

The By-Laws of the Corporation are to be made, altered or rescinded by the Board of Directors of the Corporation.

4. The foregoing Amendment and Restatement of the Articles of Incorporation was adopted on September 28, 1999 by a majority vote of the Board of Directors of the Corporation and of the voting members of the Corporation, and such number of votes was sufficient for approval.

By: Susan L. Arkin
Susan L. Arkin, President

Attest: 
John A. Sanders, Secretary