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**WALKER & KOEGLER**  
ATTORNEYS AND COUNSELORS AT LAW

STEVEN C. KOEGLER  
JAMES V. WALKER  
PHILLIP I. DILLINGHAM  
ALAN D. HENDERSON

QUADRANT II AT SOUTHPOINT  
4655 SALISBURY ROAD • SUITE 300  
JACKSONVILLE, FLORIDA 32256-0959

TELEPHONE (904) 281-0300  
FAX (904) 281-0400

REPLY TO:  
P.O. BOX 550587  
JACKSONVILLE, FL 32255-0587

February 14, 1996

New Filings Section  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Jacksonville Ballet Theatre, Inc.

800001716568  
-02/16/96--01016--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed herewith are the original Articles of Incorporation for the above entity to be filed in your office. Also enclosed is our check in the amount of \$70.00 to cover the following filing fees:

Filing fee	\$ 35.00
Registered Agent fee	<u>35.00</u>
<b>Total</b>	<b>\$ 70.00</b>

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

*Peggy Adolphson*

Peggy Adolphson  
Legal Assistant to Steven C. Koegler

pa  
Enclosures

*called 2-20-96  
(Peggy) gave auth.  
to change the R.A. Name  
on the certificate  
Dmc*

**FILED**  
96 FEB 16 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc  
2-20-96*

ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE BALLET THEATRE, INC.

FILED  
96 FEB 16 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
Name, Seal And Offices.

Section 1. Name. The name of this corporation is and shall be: Jacksonville Ballet Theatre, Inc.

Section 2. Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge the words "Jacksonville Ballet Theatre, Inc."

Section 3. Offices. The initial principal office of the corporation shall be at 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256. The corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purpose of the corporation may require.

ARTICLE II.  
Statement Of Corporation Nature.

This is a nonprofit corporation organized solely for general charitable purposes pursuant to Chapter 617 of the Florida Statutes.

This corporation is organized under a non-stock basis.

ARTICLE III.  
Purposes.

Section 1. To enroll and train dancers in the art of ballet; to present ballet and dance performances and recitals; to educate the community in the art of ballet and dance; and to undertake all other acts and projects in reasonable furtherance of the foregoing.

Section 2. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Section 3. The purposes for which the Corporation is organized shall be confined to those which are strictly educational and charitable.

Section 4. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE IV.

##### Term.

This corporation shall have a perpetual existence unless dissolved according to law.

#### ARTICLE V.

##### Membership.

The sole class of members of this corporation shall be its trustees and such other persons of moral character who may become members by a 2/3 vote of the existing membership.

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### ARTICLE VI.

##### Subscribers.

The name and address of the Incorporator of these Articles of Incorporation is:

Phillip I. Dillingham      10151 Deerwood Park Blvd., Bldg. 100, Suite 200  
Jacksonville, Florida 32256

#### ARTICLE VII.

##### Powers.

The corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

#### **ARTICLE VIII.** **Registered Agent.**

The street address of the initial registered office shall be 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256 and the name of the initial registered agent of the corporation at that address is Phillip I. Dillingham.

#### **ARTICLE IX.** **Management Of Corporate Affairs.**

**Section 1. Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of trustees of the corporation shall be not less than three. Initially, the Board of Directors shall consist of six members, provided however, that such number may be changed (but in no event to a number less than three) by a bylaw duly adopted by the members.

The trustees named herein as the first Board of Directors shall hold office until their successors are duly elected and qualified.

Annual meetings shall be held in the month of January each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. The trustees shall be elected at each annual meeting of the members. Each trustee shall hold office for one (1) year and until his successor is elected, qualified, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this

corporation authorize the trustee to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

Michael E. Coffman	1828 San Marco Place Jacksonville, Florida 32207
Doris Mellion	1235 Oriental Gardens Road Jacksonville, Florida 32207
Dulce Anaya	5516 Keystone Drive South Jacksonville, Florida 32207
Millie C. Perez	3843 Copper Circle West Jacksonville, Florida 32207
Linda Strickland	563 Blanding Blvd. #106 Orange Park, Florida 32073
Phillip I. Dillingham	10151 Deerwood Park Blvd., Bldg. 100, Suite 200 Jacksonville, Florida 32256

Section 2. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	Michael Coffman
Vice President	Phillip I. Dillingham
Secretary	Millie C. Perez
Treasurer	Doris Mellion

#### **ARTICLE X.**

##### **Bylaws.**

Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

**ARTICLE XI.**  
**Dedication Of Assets**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE XII.**  
**Distribution Of Assets.**

In the event of dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax codes or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

**ARTICLE XIII.**  
**Amendment of Articles.**

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of two-thirds of a quorum of members of the corporation.

**ARTICLE XIV.**  
**Miscellaneous.**

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 imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the sole incorporator of this corporation, and being the subscriber to this corporation for the purpose of forming this nonprofit, charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation this 14th day of February, 1996.

  
Phillip I. Dillingham

STATE OF FLORIDA )

COUNTY OF DUVAL )

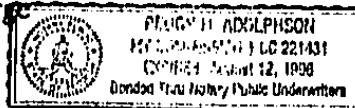
The foregoing instrument was acknowledged before me this 14th day of February, 1996, by Phillip I. Dillingham, who is personally known to me or who has produced identification.



Notary Public, State of Florida at Large

Notary's Stamped or Printed Name:

My commission expires:



☒ Personally known.

☐ Produced \_\_\_\_\_ as identification.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
96 FEB 16 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First, that Jacksonville Ballet Theatre, Inc., desiring to organize as a non-profit corporation under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Phillip I. Dillingham located at 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By:   
Phillip I. Dillingham, Registered Agent