

7960000001498

TRANSMITTAL LETTER

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

FILED
MAR 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: HEALING THEATRE, INC.

Proposed corporate name - must include suffix

147000172350.1
012/01/96-01004-001
*****01.75 *****01.75

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

☐ \$70.00

☒ \$78.75

☐ \$122.50

☐ \$131.25

FROM:

Walter D. Fitzwater

Name (Printed or typed)

8471 Lynda Sue Lane

Address

Jacksonville, Florida 32217

City, State & Zip

(904) 363-6350

Daytime Telephone number

W96-4549

Walter Fitzwater GAVE
AUTHORIZATION BY PHONE TO
CORRECT add mailing address
DATE 3-15-96
DCC EXAM SLZ

AL MAR 19 1995

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 29, 1996

WALTER D. FITZWATER
8471 LYNDIA SUE LANE
JACKSONVILLE, FL 32217

SUBJECT: HEALING THEATRE, INC.
Ref. Number: W9600004549

We have received your document for HEALING THEATRE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 796A00008926

ARTICLES OF INCORPORATION
OF
HEALING THEATRE, INC.

FILED
96 MAR 14 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is HEALING THEATRE, INC.

ARTICLE II - EXEMPT STATUS

This corporation is constituted so as to attract substantial support from contributions directly or indirectly from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain and no part of the assets, income or profit of this corporation is or shall ever be distributable to or shall ever inure to the benefit of its directors, officers or members except to the extent permitted under Florida Statutes Chapter 617, the Not for Profit Corporation Law of the State of Florida. No substantial part of the activities of this corporation shall be the carrying 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 the Articles, this corporation shall not carry on any 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 1954 as amended or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended.

ARTICLE III - DURATION

This corporation is to exist perpetually.

ARTICLE IV - PURPOSE

The purposes for which this corporation is formed are for charitable, scientific, literary and educational purposes within the meaning and intent of Section 501 (c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 as amended, and in this connection to increase cooperation among and advancement of artists, students of the arts, actors, actresses, writers, producers, craftsmen, publishers and all others engaged in artistic, educational and theatrical activities; to produce theatrical plays and subsidize current plays; to provide an organized try-out center for students, writers, producers, actors, and actresses and to screen new talent, plays, and musicals preparatory to the production of theatrical activities; to provide an opportunity for theatrical training and to train new talent for the amateur and professional stage, without regard for the student's ability to pay; to hold dramatic competitions and exhibitions; to promote the study, improvement and advancement of the arts; and to otherwise enhance the cultural environment of the community.

ARTICLE V - MEMBERS

This corporation is a corporation not for profit as defined in Florida Statutes Chapter 617 of the Not for Profit Corporation Law of the State of Florida, and is a non-stock corporation as provided thereunder. This corporation shall allow the admission of members thereof and the Board of Directors is granted the authority, in its sole discretion, but shall not be required, to establish classes of membership, provide for and limit voting rights to one or more of such classes; establish qualifications for admission to membership and to determine such membership fees as

shall be required for the maintenance of membership, and to determine the rights and privileges accorded to each class of membership.

ARTICLE VI - NON-DISCRIMINATION POLICY

It is the policy of this Corporation, not to discriminate in membership or the designation of directors or officers of the Corporation on the basis of either Race, Religion, Sex, Color, Age, National or Ethnic Origin, Sexual Orientation, or any other basis.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8471 Lynda Sue Lane, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at that address is Walter D. Fitzwater. CORPORATE MAILING ADDRESS SHALL BE THE SAME.

ARTICLE VIII - LIMITATION ON ACTIVITIES

Nothing herein shall authorize this corporation directly or indirectly to engage in or include among its purposes any of the activities prohibited under Florida Statutes Chapter 617, the Not For Profit Corporation Law of the State of Florida.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

Walter Fitzwater

8471 Lynda Sue Lane
Jacksonville, Florida 32217

Clifford L. Stafford

10648 Wake Forest Avenue
Jacksonville, Florida 32218

John C. Padgett

P.O. Box 1531
Jacksonville, Florida 32201-1531

ARTICLE X - SUBSCRIBERS

The names and addresses of the subscribers of these Articles are:

Walter D. Fitzwater

8471 Lynda Sue Lane
Jacksonville, Florida 32217

Clifford L. Stafford

10648 Wake Forest Avenue
Jacksonville, Florida 32218

John C. Padgett

P.O. Box 1531
Jacksonville, Florida 32201-1531

ARTICLE XI - MANAGEMENT AND OFFICERS

All of the affairs of this corporation are to be managed by its Board of Directors, which shall have the power to appoint such officers and delegates to them such powers as it shall deem necessary. The initial officers of this corporation are:

President/Chairman: Walter D. Fitzwater

Vice-President/Vice-Chairman: Clifford L. Stafford

Secretary: John C. Padgett

Treasurer: Clifford L. Stafford

ARTICLE XII - ELECTION OF TRUSTEES

All Trustees shall be elected in accordance with the By-Laws, as established by the Board of Trustees.

ARTICLE XIII - DISTRIBUTION ON DISSOLUTION

In the event of dissolution of this corporation, all of the remaining assets and property of the corporation shall, after the payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c)(3) and/or Section 170 (c)(2) of the Internal

Revenue Code of 1954, as amended, and no such distribution shall inure to the benefit of any member, director, or officer of this corporation.

ARTICLE XIV - INCOME AND DISTRIBUTION

No part of the income of this corporation shall inure to the benefit of any member, director or officer of this corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in conformity with one or more of its stated purposes), and no member, director or officer of this corporation or any private individual shall be entitled to share in any distribution of the corporate assets at any time.

ARTICLE XV- INDEMNITY

This corporation shall indemnify any director, officer, or employee or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such a director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of the Corporation not

involved in the matter of controversy (whether or not a quorum) that it was to the best interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under the laws of the State of Florida, the By-Laws, any formal agreement, by the vote of the members, or otherwise.

ARTICLE XVI - AMENDMENT AND BY-LAWS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, which right shall be exercised by the majority of the Board of Directors, provided that no such amendment shall jeopardize in any way this corporation's status as a corporation not for profit under the laws of the State of Florida nor its status as a tax exempt organization under Sections 501 (c)(3) and/or 170 (c)(2) of the Internal Revenue Code of 1954, as amended.

The initial By-laws of this corporation shall be adopted by the Board of Directors. The By-laws may be repealed or amended from time to time by the directors.

ARTICLE XVII - MISCELLANEOUS

Membership in this corporation shall not be required to make any person eligible to hold office either as an officer, director, or employee of this corporation.


Any member present at any meeting of the membership either in person or by proxy or any director present in person at any meeting of the Board of Directors shall conclusively be deemed

to have received proper notice of such meeting unless he shall make specific objection at such meeting to any defect or insufficiency of notice.


The Board of Directors is hereby specifically authorized to make provision in its sole discretion for reasonable compensation to members of the Board of Directors for their services as directors, to the officers of this corporation, and to any employee of this corporation, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form as provided herein.

The subscribers hereto are each of the age of 18 years or over.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 21st day of February, 1996.



WALTER D. FITZWATER [seal]



CLIFFORD L. STAFFORD [seal]



JOHN C. PADGETT [seal]

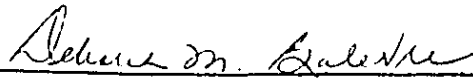
"SUBSCRIBERS"

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared WALTER D. FITZWATER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of February, 1996.



Notary Public, State of Florida at Large

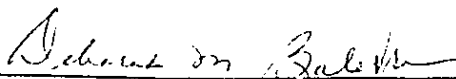
DEBORAH M. BALEVRE
My Commission Expires: Notary Public, State of Florida
My comm. expires July 6, 1996
Comm. No. CC 211218

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared CLIFFORD L. STAFFORD, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of February, 1996.



Notary Public, State of Florida at Large

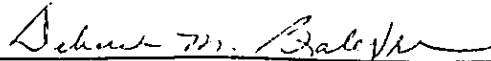
DEBORAH M. BALEVRE
My Commission Expires: Notary Public, State of Florida
My comm. expires July 6, 1996
Comm. No. CC 211218

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN C. PADGETT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of February, 1996.



Notary Public, State of Florida at Large

My Commission Expires: **DEBORAH M. BALEVRE**
Notary Public, State of Florida
My comm. expires July 6, 1996
Comm. No. 00211218

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

FILED

96 MAR 14 PM 3:33

CLERK OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HEALING THEATRE, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

Walter D. Fitzwater

(Name)

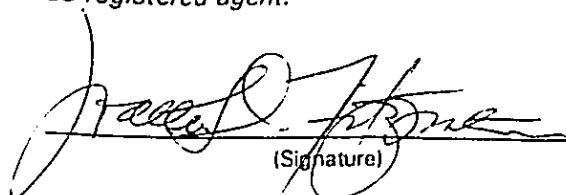
8471 Lynda Sue Lane

(Street address - P. O. Box not acceptable)

Jacksonville, Florida 32217

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Feb 21, 1996
(Date)

Registered Agent filing fee \$35.00