

N9600000 4433

LAW OFFICES

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August 20, 1996

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

300001829463
-08/22/96--01041--018
****122.50 ****122.50

RE: South Florida Opera Company, Inc., a Florida
Non-profit Corporation


Dear Sir/Madam:

Enclosed for filing please find the executed Articles of Incorporation of South Florida Opera Company, Inc. Also enclosed is a copy of your letter dated July 2, 1996 regarding its name reservation. The reservation number as indicated on the letter is R96000003503.

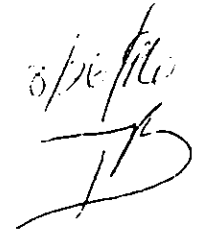
Finally, enclosed please find my check in the amount of \$122.50 representing the filing fee and the fee for obtaining a certified copy of the Articles of Incorporation for return to me.

If you have any questions regarding the foregoing, please do not hesitate to contact the undersigned.

Sincerely,


Stephen R. Phillips

SRP:cm
Enclosures





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

FRANCESCO PACE
14587 HALTER ROAD
WELLINGTON, FL 33414

The name SOUTH FLORIDA OPERA COMPANY, INC. has been reserved for 120 days beginning July 22, 1996. The reservation number is R96000003503 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 796A00035256

Articles of Incorporation
of
South Florida Opera Company, Inc.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is: South Florida Opera Company, Inc.

ARTICLE II - NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To promote and present the performance of operas and other events involving the performing arts.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 in Article 4 (Purposes) hereof.

ARTICLE VI - MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
Francesco Pace	14587 Halter Road Wellington, FL
Frank J. Young	13850 Wellington Trace West Palm Beach, FL 33414
Benjamin G. Boyton	12798 W. Forest Hill Blvd., Ste 105B Wellington, FL 33414
Stephan Lepow	231 Bradley Place Palm Beach, FL 33480
Sarah A. Merrill	16141 Preakness Drive E Loxahatchee, FL 33470
Dario Jelencovich	13860 Wellington Trace Wellington, FL 33414
Dianna Williams	1489 N. Military Trail, Ste 114 West Palm Beach, FL 33409
Valerie McKinley	1530 Grantham Drive Wellington, FL 33414

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of the Corporation is 14587

Halter Road, Wellington, Florida, and the name and address of its initial Registered Agent which is the initial registered office of the corporation is Stephen R. Phillips, Esquire, Suite 1501 - NationsBank Tower, 1555 Palm Beach Lakes Boulevard, West Palm Beach, FL 33401.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is 8. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Name	Address
Francesco Pace	14587 Halter Road Wellington, FL
Frank J. Young	13850 Wellington Trace West Palm Beach, FL 33414
Benjamin G. Boyton	12798 W. Forest Hill Blvd., Ste 105B Wellington, FL 33414
Stephan Lepow	231 Bradley Place Palm Beach, FL 33480
Sarah A. Merrill	16141 Preakness Drive E Loxahatchee, FL 33470
Dario Jelencovich	13860 Wellington Trace Wellington, FL 33414
Dianna Williams	1489 N. Military Trail, Ste 114 West Palm Beach, FL 33409
Valerie McKinley	1530 Grantham Drive Wellington, FL 33414

ARTICLE IX - OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and

may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
Frank J. Young	13850 Wellington Trace West Palm Beach, FL 33414	President
Benjamin G. Boyton	12798 W. Forest Hill Blvd. Suite 105-B Wellington, FL 33414	Vice President
Sarah A. Merrill	16141 Preakness Drive E Loxahatchee, FL 33470	Secretary
Stephan Lepow	231 Bradley Place Palm Beach, FL 33480	Treasurer

ARTICLE X - INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
Francesco Pace	14587 Halter Road Wellington, FL

ARTICLE XI - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIII - NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XIV - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate

existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

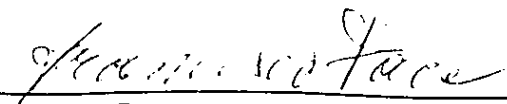
ARTICLE XV - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE XVI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of August, 1996.

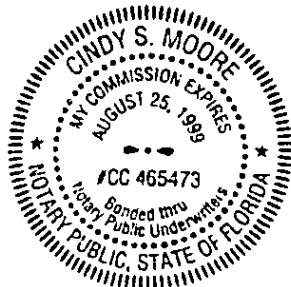



Francesco Pace

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of August, 1996, by Francesco Pace, to me personally known or who produced Florida Driver's License as identification and who did not take an oath.

{Notary Seal}





Signature of Notary

Name of Notary (Typed, Printed or Stamped)

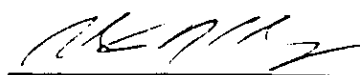
Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of South Florida Opera Company, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 19 day of August, 1996.



Stephen R. Phillips

01-13-22 11:03:23