

N 96000004903

March 18, 1997

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

Please find below an amendment to the Articles of Incorporation of TheatreWorks! of Central Florida, Inc., (Document # N96000004903). This amendment is written to conform with a request by the IRS, as we are seeking tax exempt status.

I have enclosed two copies of the amendment, as well as the \$35.00 filing fee. Please return one copy with an indication of some kind that the amendment has been properly filed and approved by your division.

Your assistance is appreciated. If there are any questions or concerns, please contact me as indicated below.

Stacy DeZutter
Executive Director
TheatreWorks! of Central Florida, Inc.
221 Summerwood Trail
Maitland, FL 32751

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(407) 339-7541
pager: (407) 643-1017

Thank you,

Stacy DeZutter
Stacy DeZutter

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DIVISION OF CORPORATIONS

STACY GAVE
AUTHORIZATION BY PHONE TO
CORRECT AND MONITOR
DATE 3-26
DOC. EX. 3-26
REC 3/26

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Dear Louise:

I mailed an amendment to our articles of incorporation on Thursday, March 20, but inadvertently left out the filing fee, which is here enclosed. I realize it may be difficult to track down this document, but if you can help, I'd greatly appreciate it. (We are on a tight timeline with the IRS.) ~~The~~

Thank you,

Stacy DeZutter
Executive Director

TheatreWorks! of Central Florida, Inc.
(407) 339-7541

Amendment 1 to the Articles of Incorporation for TheatreWorks! of Central Florida

This amendment was approved by written consent of the Board of Directors on March 17, 1997. Beryl Centko, Donna Lee Betz, and Stacy DeZutter approved the amendment. This constitutes a majority vote for the amendment, by which the amendment passes. The Board of Directors is composed of all the members of the corporation.

The undersigned authority, acting as President and Secretary of TheatreWorks! of Central Florida, Inc., a Florida nonprofit corporation and pursuant to Chapter 617.1006(1)(Florida Statutes) hereby adopts the following Article of Amendment for the Corporation, and would state as follows:

Amendment 1. Clarification of Non-Profit Status and Dissolution Procedures as Needed to Meet the Organizational Test for Exemption Under Section 501(c) (3) of the Internal Revenue Code

A. TheatreWorks! is organized exclusively for charitable, and educational purposes, including for such purposes the making of distributions to organization that qualify as exempt organization under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

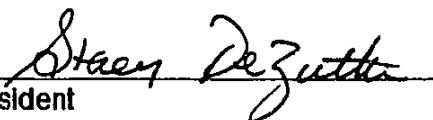
B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, board of directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose cause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

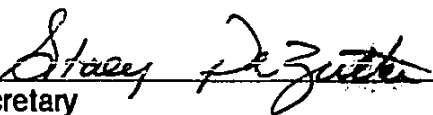
C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for

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such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

In Witness Whereof, the undersigned, as the President and Secretary of this Corporation, have executed this Article of Amendment.


President


Secretary

State of Florida, County of Seminole

TheatreWorks! of Central Florida, Inc.
· 221 Summerwood Trail
· Maitland, FL 32751
· (407) 339-7541