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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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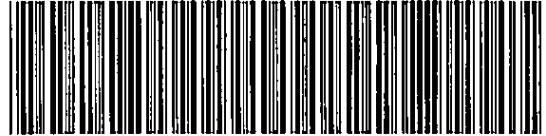
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE RITZ THEATRE 100, INC.
Name of Corporation

DOCUMENT NUMBER: N96000004919

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark G. Turner, Esquire
Name of Contact Person

Straughn & Turner, P.A.
Firm/Company

255 Magnolia Avenue, Southwest
Address

Winter Haven, Florida 33880
City/State and Zip Code

cadavisjr@yahoo.com
E-mail address: (to be used for future annual report notification)

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CORPORATIONS
49 OCT 26 PM 3:29

For further information concerning this matter, please call:

Mark Turner or Debby Babcock at (863) 293-1184
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: THE RITZ THEATRE 100, INC.
2. The principal office address: 263-267 Central Ave., W.
Winter Haven, Florida 33880
3. The mailing address (if different): Attn. Charles A. Davis, Jr., Receiver, P.O. Box 844,
Winter Haven, Florida 33882
4. Date of incorporation/qualification: 09/20/1996 Document number: N96000004919
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

Mrs. Billie Kayworth

800 White Road

Lake Wales, Florida 33898

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Charles A. Davis, Jr., Court Appointed Receiver

263-267 Central Avenue, West

P.O. Box NOT acceptable

Winter Haven, Florida 33880

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

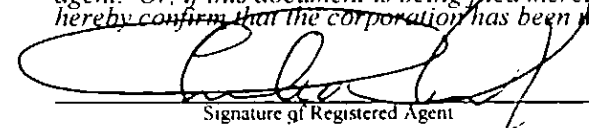


Signature of an officer or director

Charles A. Davis, Jr., Court Appointed Receiver

Printed or typed name and title

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.



Signature of Registered Agent

10/24/2018

Date

If signing on behalf of an entity:

Typed or Printed Name

***** FILING FEE: \$35.00 *****

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DIVISION OF CORPORATIONS
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COPY

IN THE CIRCUIT COURT FOR THE TENTH JUDICIAL CIRCUIT,
IN AND FOR POLK COUNTY, FLORIDA

OFFICE OF THE ATTORNEY GENERAL,
STATE OF FLORIDA DEPARTMENT OF
LEGAL AFFAIRS,

Plaintiff

v.

CASE NO.: 2018-CA-000797


THE RITZ THEATRE 100, INC.,
a Florida Not-For-Profit Corporation; and
STELLA C. HEATH, an individual.

Defendants.


OATH AND ACCEPTANCE OF RECEIVER

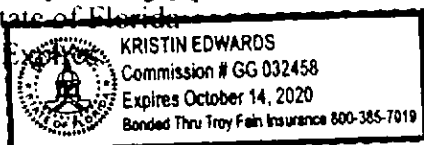
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, personally appeared CHARLES A. DAVIS, JR.,
who was duly sworn and says that he will faithfully perform his duties as receiver and accepts
the appointment as receiver.


CHARLES A. DAVIS, JR., Receiver

The foregoing instrument was acknowledged before me this 8th day of October,
2018, by CHARLES A. DAVIS, JR., who is personally known to me or who has produced a
FL Driver License as identification.


Notary Public, State of Florida
My Commission Expires



**IN THE CIRCUIT COURT OF THE TENTH JUDICIAL CIRCUIT
IN AND FOR POLK COUNTY, FLORIDA**

Case No.: 2018-CA-000797

Section: 07

COPY

**OFFICE OF THE ATTORNEY GENERAL,
STATE OF FLORIDA DEPARTMENT OF LEGAL
AFFAIRS,**

Plaintiff,

v.

**THE RITZ THEATRE 100, INC.,
a Florida Not-For-Profit Corporation, and
STELLA C. HEATH, an individual,**

Defendants.

ORDER APPOINTING RECEIVER

THIS CAUSE came before this Court on September 24, 2018, pursuant to the Motion of Plaintiff, Office of the Attorney General, State of Florida Department of Legal Affairs, ("OAG") to Appoint Receiver of the Ritz and for Temporary Injunctive Relief to Preserve the Assets of the Ritz (Motion) filed on March 13, 2018 and properly noticed for hearing. Appearing before the Court were Blaine Winship, Esquire, for Plaintiff, Scott Jackman, Esquire, for Defendant The Ritz Theatre 100, Inc., and David Henry, Esquire, for Defendant, Stella C. Heath ("Heath"). The Court having considered the court file, pleadings, Motion, Plaintiff's, The Ritz Theatre 100, Inc., Notice of Recommendation for Appointment of Receiver filed, September 14, 2014, Plaintiff's Notice of Filing Required Information about Proposed Nominees for the Position of Receiver of The Ritz Theatre 100, Inc. filed September 13, 2018; Defendant Stella Heath's Objections to the Revised Proposed Order to Appoint Receiver and Request for Oral Argument filed on September 27, 2018; Plaintiff's Response to Defendants' Objections to Proposed Order Appointing Receiver filed on September 28, 2018; applicable statutory and case law, stipulation by the parties, and being fully advised in the premises, it is hereby

ORDERED AND ADJUDGED as follows:

1. The Honorable Charles A. Davis, Jr., be and is hereby appointed Receiver of The Ritz Theater 100, Inc., a Florida Not-For-Profit Corporation ("Ritz"), which is the subject of this action as described in Plaintiff's Complaint. The receivership shall terminate upon further order

of the Court with the Court specifically reserving jurisdiction as to this matter. The Receiver has agreed to serve pro bono.

2. Within ten (10) business days of the date of this Order, the Receiver shall file with this Court an Oath of Receiver accepting the appointment and agreeing to discharge his duties faithfully, and to comply with any subsequent directives by this Court and with applicable law.

3. The bond for this case is hereby fixed in the amount of \$50,000.00, the cost of which shall be equally shared between the Ritz and the Office of the Attorney General. The Bond shall be provided by a corporate surety, in the usual form, guaranteeing performance by the Receiver of the duties and obligations of his office of receivership. The bond is to provide coverage to the parties for loss due to acts of all agents, servants, or employees of the Receiver, and is to be submitted to the Clerk of this Court for approval within twenty (20) days of the date of this Order.

4. Pursuant to *Florida Statute* § 617.1432 (2018), the Receiver is hereby granted authority to and shall:

- a. exercise all of the powers of the Ritz in place of its Board of Directors and Officers;
- b. exercise all other powers and rights necessary to manage, protect, and preserve the Ritz and the Ritz Property during pendency of this action;
- c. take control of the Ritz and acquire possession of all assets, accounts, and property of the Ritz; including but not limited to the following: the Ritz Theatre, located at 263-267 West Central Avenue, Winter Haven, Florida 33880, ("Ritz Theatre"), and all content therein; all documentation including financial records, all monies and income sources, all agreements of all types, all physical items, all licenses and other authorizations, all insurance policies, credits, asserted and non-asserted claims, and pending court actions and appeals, including such in the possession of other individuals or entities for the Ritz, or otherwise (collectively "Ritz Property").
- d. file an inventory within thirty (30) days of this order;
- e. collect all receipts, revenues, deposits, receivables, notes and other funds generated by or from, or due to the Ritz depositing said sums with a federally chartered financial institution.
- f. have the exclusive right to pursue, collect, and control all monies belonging to or otherwise generated by the Ritz, and shall have the exclusive right to make payments and disbursements from the Ritz's bank accounts for rents, accounts

payable, expenses, costs of merchandise or equipment, payroll, and such other costs as the Receiver deems proper.

g. maintain appropriate insurance for the Ritz, including but not limited to the premises of the Ritz Theatre. The Receiver may obtain his own liability insurance, which the Ritz will pay.

h. disburse regularly and punctually all amounts hereafter due and payable as reasonable, necessary, and proper operating expenses of the Ritz, including costs of the Receivership, subject to the terms of this Order;

i. use his best reasonable efforts to generate, manage, preserve, protect, and maintain income from the Ritz Theatre, whether from grants and other public funding, from programs and events taking place at the Ritz Theatre;

j. use his best reasonable efforts to apply for and secure public or private grant funding in furtherance of the maintenance and operation of the Ritz and the Ritz Property;

k. negotiate and execute contracts for rentals for programs and events at the Ritz;

l. undertake any legal requirements necessary to qualify to solicit charitable contributions, and pursuant to such authorization shall solicit charitable contributions for the Ritz or the Ritz Theatre or both.

m. enter into any and all service contracts reasonably necessary to keep, maintain, renovate, repair, and protect the Ritz Theatre.

n. be authorized to endorse or sign all checks and drafts on behalf of the Ritz.

o. promptly ensure that the U.S. Postmaster hold or reroute all mail in connection with the business of the Ritz, Ritz Theatre, and the Ritz Property to the appropriate mailing address to be provided within ten (10) days of this order and is authorized to open all mail directed to those entities.

p. have access to any and all user identification, user names, passwords, codes, all URLs necessary to access account information and any other security measures put in place by the Ritz.

q. promptly give notice of his appointment as Receiver to all known officers, directors, agents, employees, creditors, and debtors of the Ritz and the U.S. Postmaster General.

r. ensure or reestablish membership of the Ritz is in accordance with the Articles of Incorporation of The Ritz Theatre 100, Inc., and shall report this to the Court along with his recommendation for a procedure by which the membership is to elect a new Board of Directors.

s. prepare a full and complete report, certified to be correct by the Receiver, setting forth all receipts and disbursements, cash flow, and activities of the Ritz within sixty (60) days of this order and on the last day of each month thereafter. Copies of the report will be provided to the parties and the Court by email.

5. The Ritz Theatre 100, Inc., including all its present and former board members, directors, partners, personnel, and other agents shall cooperate fully with the Receiver.

6. All persons or entities shall surrender any and all Ritz Property, to the Receiver.

7. All financial institutions and other persons or entities which have custody or control of any assets or funds held on the behalf of the Ritz, Ritz Property or the Ritz Theatre, upon notice of this Order, shall:

(a) Not liquidate, sell, convey, or otherwise transfer any assets, securities, funds, annuities, or accounts in the name of or for the benefit of the Ritz, except upon instructions from the Receiver;

(b) Not exercise any form of set-off, alleged set-off, lien, or any form of self-help whatsoever, or refuse to transfer any funds or assets to the Receiver's control, without the permission of this Court;

(c) Cooperate expeditiously in providing information and transferring funds, assets, and accounts to the Receiver or at the direction of the Receiver.

(d) Amounts on deposit in all accounts of the Ritz shall be transferred to the Receiver without further Order of this Court. All safety deposit boxes of the Ritz shall be transferred to the Receiver without further Order of this Court.

8. The Receiver is authorized to obtain the services of outside professionals as follows: the pro bono legal services of Mark G. Turner, Esquire, and Douglas A. Lockwood, III, Esquire; the pro bono operational, programming, and marketing support services of Daniel J. Chesnicka, Producing Director for the Theatre Winter Haven; the pro bono public accounting services of John H. Gray, Jr., C.P.A.; and any other professional services as may be reasonable and necessary.

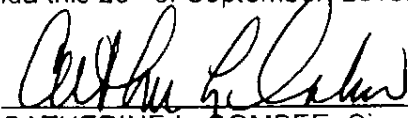
9. The Receiver is hereby authorized to obtain Receiver's Certificates as is reasonably required or necessary to carry out and fulfill the Receiver's duties and obligations herein.

10. The Ritz shall indemnify and hold harmless the Receiver from any claims made by any third party, which claims arise out of the operation of this receivership, except in the case where Receiver has acted outside the scope of the receivership authority, or has committed fraud or intentionally misrepresented Receiver's ministerial authority as Receiver, or has acted negligently. In the event a suit is filed against Receiver over an issue arising out of this action, except as conditioned above, it shall be incumbent upon the Ritz to reimburse Receiver for the fees and costs of defending such action, including any appeals thereof to final resolution and award of judgment.

11. Upon election of the new Board of Directors, the Receiver shall report to the Court the remaining tasks to be performed by the Receiver and a plan for termination of the Receivership. The Receivership shall continue in place until further Order of the Court.

12. The Court reserves jurisdiction to alter the duties and responsibilities of the Receiver. The Receiver may, at any time upon prior notice to all parties to this action, apply to this Court for further instructions or additional powers, whenever such further instructions or additional powers shall be deemed necessary by him to enable him to perform properly and legally the duties of the office of Receiver and to maintain, operate, preserve, and protect the Ritz, Ritz Theatre, and the Ritz Property.

DONE AND ORDERED in Polk County, Florida this 28th of September, 2018.


CATHERINE L. COMBEE, Circuit Judge

Copies:

Honorable Charles A. Davis, Jr. cadavisjr@yahoo.com
Blaine H. Winship, Esquire, Blaine.Winship@myfloridalegal.com
Stephanie A. Daniel, Esquire, Stephanie.Daniel@myfloridalegal.com
Charles J.F. Schreiber, Jr., Esquire, Charles.Schreiber@myfloridalegal.com
Scott Jackman, Esquire, Scott.Jackman@csklegal.com
Krysta L. Matheis, Esquire, Krysta.Matheis@csklegal.com
David Henry, Esquire, dwhenry@mdwccg.com



STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

RICHARD E. STRAUGHN

MARK G. TURNER

***DOUGLAS A. LOCKWOOD, III**

MARIE R. STRAUGHN

ALEXANDER M. LANDBACK

***BOARD CERTIFIED IN BUSINESS LITIGATION
BOARD CERTIFIED IN CIVIL TRIAL LAW**

JACK STRAUGHN
(1925-2000)

October 25, 2018

Florida Department of State
Division of Corporations
Attn: Amendments Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

VIA FED EX OVERNIGHT #773560488404

RE: THE RITZ THEATRE 100, INC./
Charles A. Davis, Jr., Court Appointed Receiver
Our File No.: 13193/0002

Dear Sir:

Enclosed for filing incident to the above corporation, please find enclosed the following, relative to the above matter:

1. Cover Letter;
2. Original and one (1) copy of the Statement of Change of Registered Office or Registered Agent or Both For Corporations (Form CR2E045), executed by the Court Appointed Receiver;
3. Photocopy of Order Appointing Receiver;
4. Photocopy of Oath and Acceptance of Receiver; and
5. My firm's check in the amount of \$35.00, which represents the filing fee of \$35.00 for the Statement of Change of Registered Office or Registered Agent or Both For Corporations.

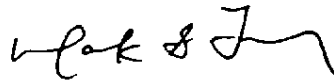
Please forward a file stamped copy of the Statement of Change (Form CR2E045) to me, in the enclosed preaddressed stamped envelope.

Florida Department of State
Division of Corporations
Attn: Amendments Section
October 25, 2018
Page 2

Thank you for your prompt attention and assistance in this regard. Should you have any questions, please do not hesitate to contact me or my assistant, Debby Babcock, at (863) 293-1184.

Sincerely yours,

STRAUGHN & TURNER, P.A.

A handwritten signature in black ink, appearing to read "Mark G. Turner", written in a cursive style.

MARK G. TURNER

MGT/djb

Enclosures

cc: Charles A. Davis, Jr., Court Appointed Receiver

ritztheatre.receiver\letter\fladep.02-ra&courtorder-directors&officers