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CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: NORTH BROWARD YOUTH ARTS COUNCIL, INC.,  
AUDIT NUMBER.....H96000013590  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 30, 1996

EMPIRE

SUBJECT: NORTH BROWARD YOUTH ARTS COUNCIL, INC.  
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**ARTICLES OF INCORPORATION  
OF  
NORTH BROWARD YOUTH ARTS COUNCIL, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida Corporations Not For Profit Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation is NORTH BROWARD YOUTH ARTS COUNCIL, INC. whose principal and mailing address is 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309.

**ARTICLE TWO**

This not for profit corporation shall have perpetual existence commencing upon filing 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.

Prepared by: William D. Spruce, Esq.  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309  
FL Bar No.: 967210  
(954) 493-8338

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Upon the dissolution of the corporation, 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 a public purpose. Any such assets not so disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In addition to those activities stated above, the corporation shall operate a youth theatre program known as YOUTH ACTION THEATRE. The primary mission of the corporation and this program is cultural in nature.

#### ARTICLE FOUR

The manner in which the directors are to be elected or appointed shall be stated in the bylaws of NORTH BROWARD YOUTH ARTS COUNCIL, INC.

#### ARTICLE FIVE

The street address of the initial registered office of the not for profit corporation is, 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309 and the name of its initial registered agent is John M. Camillo, Esq.

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#### ARTICLE SIX

The number of directors constituting the initial Board of Directors of the not for profit corporation is Three (3) and the names and addresses of each person who is to serve as a director is:

William D. Spruce  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

John M. Camillo  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

Philip E. Morgaman  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

#### ARTICLE SEVEN

No contract or other transaction between the not for profit corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

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(b) The fact of such relationship or interest is disclosed and known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the not for profit corporation at the time it is authorized by the Board, a committee or the stockholders.

#### ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws and Articles of Incorporation for the not for profit corporation shall be reserved to the members.

#### ARTICLE NINE

There shall be two (2) initial members of the not for profit corporation and they are as follows:

Philip E. Morgaman  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

Sandra A. Morgaman  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

All provisions concerning voting rights of members, expulsion and any other matters relating to members generally shall be set forth in the bylaws of NORTH BROWARD YOUTH ARTS COUNCIL, INC.

#### ARTICLE TEN

Special meetings of members may be called at any time by the President or Chairman of the Board of Directors.

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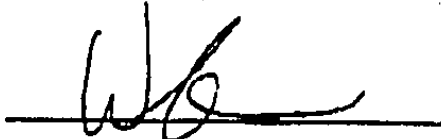
**ARTICLE ELEVEN**

Procedure for the removal of directors shall be provided in the bylaws of NORTH BROWARD YOUTH ARTS COUNCIL, INC.

**ARTICLE TWELVE**

The name and address of the incorporator is:

William D. Spruce, Esq.  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309



STATE OF FLORIDA

COUNTY OF BROWARD

Before me personally appeared William D. Spruce, Esq. to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20<sup>th</sup> day of Sept, 1996.

  
NOTARY PUBLIC

My Commission Expires:



MONICA A. BUCKLAND  
MY COMMISSION # 0038148 EXPIRES  
March 26, 1997  
COUNTY OF BROWARD, FLA.

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**ADDENDUM TO ARTICLES OF INCORPORATION  
FOR  
NORTH BROWARD YOUTH ARTS COUNCIL, INC.**

In pursuance of Chapter 48.091, Florida Statutes and Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That NORTH BROWARD YOUTH ARTS COUNCIL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Fort Lauderdale, County of Broward, State of Florida has named John M. Camillo, Esq., 1600 West Commercial Blvd. Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated not for profit corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

*[Signature]*  
John M. Camillo, Esq.  
Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

Before me personally appeared John M. Camillo, Esq. to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20 day of Sept, 1996.

*[Signature]*  
Notary Public

My Commission Expires:

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MONICA A. BUCKLAND  
MY COMMISSION # 00386148 EXPIRES  
MARCH 22, 1997  
BOICED THRU TROY FARR BRIDGEMAN INC

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