

N96000005211

TRANSMITTAL LETTER

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

ORIGINAL

SUBJECT: American Theatre Group, Corp.
(Proposed corporate name - must include suffix)

800001943178
-09/10/96--01079--008
*****122.50 *****122.50

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Arthur Whitelaw C/O Florida Shakespeare Theatre
Name (Printed or typed)

1200 Anastasia Avenue
Address

Coral Gables, Florida 33134
City, State & Zip

(305) 446-1116
Daytime Telephone number

FILED
96 OCT 10 PM 12:44
TALLAHASSEE, FLORIDA

Dmc
9-11-96
W96-19153

612, 2995

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1996

ARTHUR WHITELAW
C/O FLORIDA SHAKESPEARE THEATRE
1200 ANASTASIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: AMERICAS THEATRE GROUP, CORP.
Ref. Number: W96000019153

We have received your document for AMERICAS THEATRE GROUP, CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 396A00042360

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

Americas Theatre Group, Corp.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

C/O Florida Shakespeare Theatre
at: the Biltmore Hotel
1420 Granada Boulevard
Coral Gables, Florida 33134

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is(are):

- 1) The corporation is organized for cultural, educational and charitable purposes.
- 2) The corporations shall produce and present a professional theatre season of varying length each year: of particular, though not exclusive, interest shall be the presentation of new American plays and the revival of older American and English language plays. Whenever possible the corporation shall encourage and become involved in the further production of premieres or revivals that may arise from the corporation's first presentation.
- 3) The corporation shall train and develop the skills of performers and technicians through an Apprentice and intern program. Also in furtherance of its educational goals, the corporation shall undertake to issue publications which shall be of assistance to individuals in and entering the theatre arts.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Board of Trustees shall appoint an Artistic Director and a Producing Director who shall be responsible to the Board for the artistic, administrative, and business management of the corporation. The Board of trustees may further delegate authority to committees or individual Trustees as it deems necessary for the carrying out the purposes and business of the corporation.

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ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows: N/A

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Arthur Whitelaw
1420 Granada Boulevard
Coral Gables, Florida 33134

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the Director (s) for these articles of incorporation is(are):

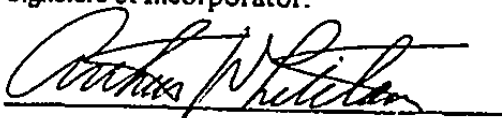
Arthur Whitelaw
1420 Granada Boulevard
Coral Gables, Florida 33134
Social Security Number 089-32-9142

Juan Carlos Padial
6485 S.W. 72 Street
Miami, Florida 33143
Social Security Number 265-55-3416

Mark Anthony LaFata
547 Navarra Avenue
Coral Gables, Florida 33134
Social Security Number 261-75-7529

The undersigned incorporator has executed these Articles of Incorporation this 8th day of August, 1996.

Signature of Incorporator:



Arthur Whitelaw

Typed name of incorporator signing

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

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96 OCT 10 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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:

Americas Theatre Group, Corp.

(must include suffix)

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

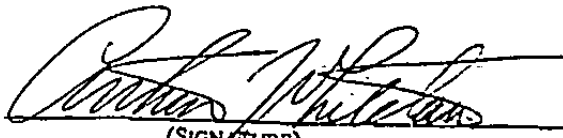
Arthur Whitelaw
(NAME)

C/O Florida Shakespeare Theatre, 1420 Granada Boulevard
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Coral Gables, Florida 33134

(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)

August 8, 1996
(DATE)



THE UNITED STATES
CORPORATION
COMPANY

N96000005211

ACCOUNT NO. : 072100000032

REFERENCE : 266505 125193A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00 35.00

ORDER DATE : February 20, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 266505-010

CUSTOMER NO: 125193A

200002098892--9

CUSTOMER: Ms. Yvonne Cabrera
Concepcion Sexton & Urdaneta
Suite 1015
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: AMERICAS THEATRE GROUP, INC.

EFFECTIVE DATE:

☐ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

2/24/97

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

[Signature]

Amended & Restated Articles

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97 FEB 20 PM 4:23
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 20, 1997

CSC - SUSANA ROMAGOSA

TALLAHASSEE, FL

SUBJECT: AMERICAS THEATRE GROUP, CORP.
Ref. Number: N96000005211

RESUBMIT
Please give original
submission date as file date.

We have received your document for AMERICAS THEATRE GROUP, CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The amended and restated Articles has two Article VI's listed. Please correct your document accordingly.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 697A00009242

RECEIVED
FEB 24 AM 10:40
96

ARTICLES OF AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF
AMERICAS THEATRE GROUP, CORP.

The undersigned, being the Chairman of the Board of Directors of Americas Theatre Group, Corp., a Florida not for profit corporation, pursuant to Section 617.1007, 617.1002 and 617.01201, hereby adopts the following as the Amended and Restated Articles of Incorporation of Americas Theatre Group, Corp.

ARTICLE I
NAME

The name of the corporation (hereinafter the "Corporation") is Americas Theatre Group, Corp.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and mailing address of the Corporation shall be:

Americas Theatre Group, Corp.
1420 Granada Boulevard
Coral Gables, Florida 33134

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation shall produce and present a professional theatre season of varying length each year. Of particular, though not exclusive, interest shall be the presentation of new American plays and musicals, and the revival of older American and English language plays and musicals. Whenever possible, the Corporation shall encourage and become involved in the further production of premieres or revivals that may arise from the Corporation's first presentation. In furtherance of its educational goals, the Corporation shall train and develop the skills of performers and technicians through an apprentice and intern program. Also in furtherance of its educational goals, the Corporation shall undertake to issue publications which shall be of assistance to individuals in and entering the theatre arts.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that 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 the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or

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TALLAHASSEE, FLORIDA

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 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.

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 disposed of shall be 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.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors of the Corporation shall be elected or appointed is as follows:

The Incorporators of the Corporation shall appoint the Board of Trustees of the Corporation and the initial Board of Directors of the Corporation. The initial Board of Directors of the Corporation shall consist of an Artistic Director, a Producing Director and a Financial Director. The Artistic Director shall serve as the Chairman of the Board of Directors of the Corporation. The Board of Trustees of the Corporation shall ratify and confirm the appointment of the initial Board of Directors, and shall make all future appointments to the Board of Directors. The Board of Directors shall be responsible to the Board of Trustees for the artistic, administrative, and business management of the Corporation. The Board of Trustees may further delegate authority to committees or individual Trustees as it deems necessary for the carrying out of the purposes and business of the Corporation.

ARTICLE V REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the registered agent of the Corporation is:

Arthur Whitelaw
1420 Granada Boulevard
Coral Gables, Florida 33134

ARTICLE VI
INCORPORATORS

The names and addresses of the Incorporators for these Articles of Incorporation are:

Arthur Whitelaw
1420 Granada Boulevard
Coral Gables, Florida 33134

Juan Carlos Padial
6485 S.W. 72 Street
Miami, Florida 33143

Mark Anthony LaFata
547 Navarre Avenue
Coral Gables, Florida 33134

ARTICLE VI
INITIAL DIRECTORS

The names and addresses of the initial Directors of the Corporation are:

Arthur Whitelaw
1420 Granada Boulevard
Coral Gables, Florida 33134

Juan Carlos Padial
6485 S.W. 72 Street
Miami, Florida 33143

Mark Anthony LaFata
547 Navarre Avenue
Coral Gables, Florida 33134

The undersigned Chairman of the Board of Directors has executed these Articles of Amendment and Restatement this 19th day of February 1997.

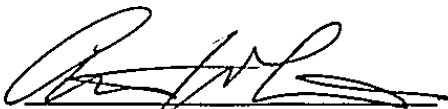

Arthur Whitelaw

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
AMERICAS THEATRE GROUP, CORP.

The undersigned, being the Chairman of the Board of Directors of Americas Theatre Group, Corp., a Florida not-for profit corporation, hereby certifies as follows:

1. The name of the Corporation is: Americas Theatre Group, Corp.
2. Attached hereto as Exhibit A is a true and correct copy of the Amended and Restated Articles of Incorporation of the Corporation, which is incorporated herein by reference.
3. The Corporation does not have any members, and, accordingly, the Amended and Restated Articles of Incorporation do not require the approval of members.
4. The Amended and Restated Articles of Incorporation attached hereto as Exhibit A were adopted by unanimous vote of the Board of Directors of the Corporation, at a meeting of the Board of Directors held on February 19, 1997.

IN WITNESS WHEREOF, I have duly executed this Certificate this 17th day of February, 1997.



Arthur Whitelaw
Chairman
Board of Directors