

196000006079

Requestor's Name

Address

1505834573

Office Use Only

if known):

11-26-96

Rick Conipton

711 592 0944

510 FL EPIC DRAMA INC

196 A Coribhuan Rd

Naples

FL 34108

(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

300002016143--3
-11/27/96--01077--009
*****70.00 *****70.00

FILED
56 NOV 27 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER DEC 2 1996

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA EPIC DRAMA, INC.

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.
NAME AND PLACE OF BUSINESS

The Name of this Corporation shall be Southwest Florida Epic Drama, Inc. The initial office of the principle place of business shall be: 198 A Caribbean Rd., Naples, Florida, 33108.

ARTICLE II.
PURPOSE & POWERS

Section 1. Purposes.

The corporation is organized exclusively for charitable, educational and artistic purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of future United States Internal Revenue Law).

The specific purpose of the Corporation is to produce an educational outdoor drama or pageant which provides public enlightenment, education and entertainment in matters important to the history of the Southwest Florida region.

Section 2. Powers.

In addition to all other powers which this Corporation may possess under the laws of the State of Florida, the Corporation shall have the right to acquire real property in its name and it shall have the right and power to mortgage or otherwise finance and dispose of any real property acquired in the name of the Corporation.

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

No compensation or payment shall be made to any officer, Director, creator, or organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earning, current or accumulated, of this Corporation shall ever be distributed to or divided among any such person; provided further, that neither the whole nor any part or portion of such, assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of section 501 (c) (3) of the Code.

Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Code.

ARTICLE III.
MEMBERSHIP

The sole class of members of the Corporation shall be its Board of Directors and the number of members shall be the number of Directors constituting the Board of Directors. A Director shall be admitted to the membership of the Corporation upon taking office as a Director.

ARTICLE IV.
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V.
REGISTERED OFFICE AND AGENT

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard F. Compton III	198 A Caribbean Rd. Naples, Florida 34108

ARTICLE VI.
OFFICERS

The Corporation shall have a President, Secretary and a Treasurer, and it may have additional and assistant officers. A person may hold more than one office.

Officers shall be elected, removed and hold office as provided by the By-Laws.

The names of the officers who shall hold office until the first meeting of the Board of Directors, and thereafter until successors are elected, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Rick Compton	198 A Caribbean Rd. Naples, Florida 34108
Secretary	Steve Hart	4459 Flamingo Dr. Naples, Florida
Treasurer	Cherie Compton	198 A Caribbean Rd. Naples, Florida 34108

ARTICLE VII
BOARD OF DIRECTORS

The affairs and business of the Corporation shall be conducted by a board consisting of not less than three persons. The members of the Board shall be elected annually by the existing Directors.

The first Board of Directors and their addresses shall be:

<u>NAME</u>	<u>ADDRESS</u>
Rick Compton	198 A Caribbean Rd. Naples, Florida 34108
Steve Hart	4459 Flamingo Drive Naples, Florida 34104
Cherie Compton	198 A Caribbean Rd. Naples, Florida 34108
John Fitch, Ph.D.	3776 Cracker Way Bonita Springs, FL 34134
Tina Osceola	5870 Twentieth Ave., SW Naples, FL 34116
Christopher Lombardo	801 Laurel Oak Dr. Naples, FL 34108

In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal the replacement Director(s) will be elected in accordance with the By-Laws.

The other members, by a majority of such other members may remove from office a member of the Board, with or without cause, whenever it is deemed in the best interest of the Corporation as determined by all other members.

ARTICLE VIII BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE IX AMENDMENT

These articles of Incorporation may be amended by the Members provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under Section 501 (c) (3) of the Code.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

(a) The Corporation hereby indemnifies any person who was or is a party to any proceeding:

(i) other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against liability incurred as a result of such proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation procure a judgment in its favor, by reason of his being or having been a Director, officer, employee or agent of the Corporation, or by reason of his having been a Director, officer, employee or agent of any other corporation, partnership, joint venture trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, and amounts paid in settlement, not exceeding in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged liable unless and only to the extent that the court, in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view

of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding. If such a quorum is not obtainable by a majority vote of a committee duly designated by the Board of Directors (directors who are parties may participate) consisting solely of two or more directors not parties to such proceeding.

(c) The Board of Directors shall have the power to indemnify expenses incurred by an officer or director in defending a civil or criminal proceeding in advance of the final disposition of such proceeding, provided such officer or director undertakes to repay such amount if that officer or director is ultimately found not to be entitled to indemnification by the Corporation. The Board of Directors may also indemnify other employees and agents in advance upon such terms or conditions that the Board of Directors deem appropriate.

(d) The officers, directors, employees and agents of this corporation are afforded the full indemnification protection under Florida Statute 607.014.

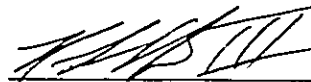
(e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, and prior to the completion thereof, all liabilities and obligations of the Corporation shall be paid and discharged or adequate provisions be made therefor. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Assets received and held by the Corporation subject to limitations permitting their use only charitable, religious, eleemosynary, benevolent, educational or similar purposes but not held upon condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, trust, societies or organizations engaged in activities substantially similar to those of this Corporation. No part of the remaining assets, property or income of this Corporation shall be distributed to any member or to any officer or director of the Corporation.

IN WITNESS WHEREOF, the President of the Corporation and Chief Executive Officer, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 27 day of September, 1996.



Richard F. Compton III, President and CEO
Incorporator

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

FILED
96 NOV 27 AM 11:20
SECRET
TALLAHASSEE STATE
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:

Southwest Florida Epic Drama, Inc.
(must include suffix)

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

Richard F. Compton, III
(NAME)

198 A Caribbean Rd.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, Florida 34108
(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)

9/27/1996
(DATE)

Southwest Florida Epic Drama, Inc.

198 A Caribbean Road
Naples, Florida 34108
(941)592-1944
fax(941)592-1944



N96000006079

Florida Department of State
Div. of Corporations
409 Gaines St.
Tallahassee, FL 32399

4000002325534--8
-10/21/97--01044--004
*****87 50 *****87.50

October 17, 1997

AMENDMENT SECTION

To whom it may concern:

Enclosed is an amendment to the Articles of Incorporation for Southwest Florida Epic Drama, Inc.,
and the filing fee of \$35.00 + \$52.50 for a certified copy.

Your prompt attention to this matter is most appreciated.

Thank you,


Rick Compton, President

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Southwest Florida Epic Drama, Inc.

Pursuant to the provisions of section 617, 1006, Florida Statutes, the undersigned Florida nonprofit corporation, adopts the following articles of amendment to its articles of incorporation

FIRST: Amendment(s) adopted (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

ARTICLE XI amended to read as follows:

ARTICLE XI

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue code, i.e. charitable, educational, religious or scientific, 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.

SECOND: The date of adoption of the amendment(s) was 10-17-97

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors

Southwest Florida Epic Drama, Inc.
Corporation Name

[Signature]
Signature of Chairman, Vice Chairman, President or other officer

Rick Compton, President
Typed or printed name

President
Title

10-17-97
Date