

N96000006135

POHL & SHORT, P.A.

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WINTER PARK, FLORIDA 32789

TELEPHONE (407)647-7645
FAX (407)647-2314

November 18, 1996

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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-11/20/96--01089--016
*****122.50 *****122.50

Re: Articles of Incorporation of Tomorrow's Promise: The Original Company, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Tomorrow's Promise: The Original Company, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Sincerely,



Mark W. Garrett

MWG/lkw
Enclosures

FILED
96 DEC -4 AM 9:43
TALLAHASSEE, FLORIDA

SN NOV 26 1996

W96-24946



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

MARK W. GARRETT
P.O. BOX 3208
WINTER PARK, FL 32790

SUBJECT: TOMORROW'S PROMISE: THE ORIGINAL COMPANY, INC.
Ref. Number: W96000024946

We have received your document for TOMORROW'S PROMISE: THE ORIGINAL COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 696A00053540

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December 2, 1996

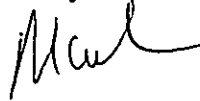
Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Sandy Ng

Re: Ref. Number: W96000024946
Articles of Incorporation of Tomorrow's Promise: The Original Company, Inc.
Our File No. 1563-1

Dear Ms. Ng:

I received your return of the Articles for Tomorrow's Promise: The Original Company. Please note that the manner in which the directors are elected or appointed are set forth in Article V indicating that all members of the board of directors are voting members of the corporation and the right to elect directors is held by the voting members of the corporation and any natural person may become a voting member of the corporation and that the voting membership in the corporation is conferred automatically upon election of such person to be a member of the board. I trust this is sufficient.

Sincerely,



Mark W. Garrett

MWG/vsd
Enclosures

**ARTICLES OF INCORPORATION
OF
TOMORROW'S PROMISE: THE ORIGINAL COMPANY, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator of the corporation, pursuant to §617.001 et seq. of the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation shall be TOMORROW'S PROMISE: The Original Company, Inc.

ARTICLE II

DURATION

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation, and shall exist perpetually thereafter.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: Florida Center for Shakespeare Studies, Rollins College, 1000 Holt Avenue, Winter Park, FL 32789-4499

ARTICLE IV

PURPOSES

The purposes of the corporation are to engage in charitable, literary, or educational activities, within the meaning of §501(c)(3) and §170 of the Internal Revenue Code of 1986, as amended, and applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its members where necessary to carry out the exempt purposes of the corporation. Specifically, the corporation is dedicated to enriching the cultural life of Central Florida by establishing in connection with Central Florida

high schools and other local educational institutions, a program whereby students of culturally diverse backgrounds are provided an opportunity to understand the values and art inherent in Shakespeare's plays by studying and performing them together within an ensemble. Provided, however, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code; (v) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and, (vi) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) and §170 of the Code.

ARTICLE V

MEMBERS\BOARD OF DIRECTORS

The initial members of the corporation shall be the voting members of the Board of Directors of the corporation. All members of the Board of Directors shall be voting members of the corporation. All voting rights including, but not limited to, the right to amend these Articles of Incorporation and the By-Laws of the corporation, and the right to elect directors of the corporation, shall be held solely by the voting members of the corporation, who shall each be entitled to one (1) vote.

Any natural person may become a voting member of the corporation; provided, however, that voting membership in the corporation shall be conferred only, and automatically upon, the election of such natural person as a member of the Board of Directors of the corporation. Voting membership in the corporation shall terminate automatically if such member ceases to be a member of the Board of Directors of the corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office shall be 1121 Covewood Trail, Maitland, FL 32751, and the name of the corporation's initial registered agent at such office shall be Judith Rubinger.

high schools and other local educational institutions, a program whereby students of culturally diverse backgrounds are provided an opportunity to understand the values and art inherent in Shakespeare's plays by studying and performing them together within an ensemble. Provided, however, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code; (v) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and, (vi) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) and §170 of the Code.

ARTICLE V

MEMBERS

The initial members of the corporation shall be the voting members of the Board of Directors of the corporation. All members of the Board of Directors shall be voting members of the corporation. All voting rights including, but not limited to, the right to amend these Articles of Incorporation and the By-Laws of the corporation, and the right to elect directors of the corporation, shall be held solely by the voting members of the corporation, who shall each be entitled to one (1) vote.

Any natural person may become a voting member of the corporation; provided, however, that voting membership in the corporation shall be conferred only, and automatically upon, the election of such natural person as a member of the Board of Directors of the corporation. Voting membership in the corporation shall terminate automatically if such member ceases to be a member of the Board of Directors of the corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office shall be 1121 Covewood Trail, Maitland, FL 32751, and the name of the corporation's initial registered agent at such office shall be Judith Rubinger.

ARTICLE VII

BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be seven (7).

B. The number of Directors of the corporation may be increased or decreased from time to time by by-laws adopted by the voting members of the corporation, but shall never be less than the minimum number of directors required by §617.001 et seq. of the Florida Not For Profit Corporation Act.

C. The names and addresses of the initial members of the Board of Directors, who shall be the initial voting members of the corporation and who shall hold office until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Judith Rubinger	1121 Covewood Trail Maitland, FL 32751
Stuart Omans	1565 Forest Avenue Winter Park, FL 32789
Gene Josephs	1900 Summit Tower Blvd., Suite 930 Orlando, FL 32810
Mark W. Garrett	280 W. Canton Street, Suite 410 Winter Park, FL 32789
Bernie Boyer	3200 Lake Emma Road Lake Mary, FL 32746
Maria Flores Boyce	4524 Woodlot Court Orlando, FL 32835
Maurice O'Sullivan	1000 Holt Avenue Winter Park, FL 32789

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is Gene Josephs, 1900 Summit Tower Blvd., Suite 930, Orlando, FL 32810.

ARTICLE IX

DISTRIBUTION OF ASSETS UPON LIQUIDATION

The assets of the corporation are irrevocably dedicated to the purposes specified in these Articles of Incorporation. Therefore, upon liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation as they shall determine; provided, however, that such distributions shall be made exclusively: (i) for one or more exempt purposes, within the contemplation of (§501(c)(3) of the Code; and or, (ii) to the United States federal government, and/or to a state or local government, nor a public purpose; or, (iii) for a comparable purpose, as specified in paragraphs (i) and (ii) of this Article VIII, pursuant to court order.

ARTICLE X

INDEMNIFICATION

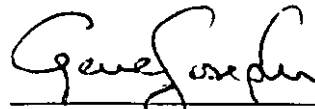
The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the corporation as specified in these Articles of Incorporation.

ARTICLE XI

AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by a majority vote of the Board of Directors. Provided, however, in no event shall any amendment be adopted which would adversely affect the corporation's status as a tax exempt organization within the meaning of §501(c)(3) and §170 of the Code.

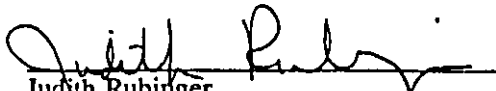
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of November, 1996.



Gene Josephs

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Judith Rubinger, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with, and accepts, the obligations imposed pursuant to §617.0501 of the Florida Not For Profit Corporation Act.


Judith Rubinger

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TALLAHASSEE, FLORIDA