

N97000001946

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March 23, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

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-11/17/99-01055-002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Articles of Amendment to Articles of Incorporation  
Odyssey Stage Corporation

Gentlemen:

Enclosed are an original and one copy of Articles of Amendment to Articles of Incorporation for the above professional association. Also enclosed is our check in the amount of \$87.50 as follows:

Amendment Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
Total	\$ 87.50

Please send us a certified copy of the Articles of Amendment when filed. Thank you for your cooperation and assistance.

Sincerely,



Helen K. Fekete  
Legal Assistant

Enclosure

FILED  
99 DEC -2 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
T. LEWIS DEC 2 1999

# ODYSSEY STAGE

November 29, 1999

Thelma Lewis  
Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Letter Number: 299A00056015  
Ref. Number: N97000001946

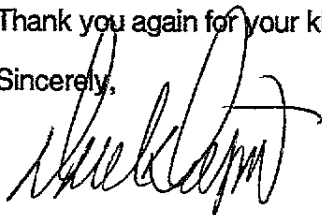
Dear Ms. Lewis:

Enclosed I am returning to you Odyssey Stage Corporation's document for filing. I spoke with you today regarding your instructions in your cover letter, and placed yellow notes on the parts of the documents we discussed and which you said would be satisfactory.

If you have any questions, please do not hesitate to call me, from 9 AM to 6 PM, at (561)313-3583.

Thank you again for your kind assistance.

Sincerely,



Israel Dupont,  
President



a professional, non-profit theatre company  
ISRAEL DUPONT, *producing director*  
616 executive center drive, #201 west palm beach, fl 33401-4944 ph. (561)687.2997



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 23, 1999

HELEN K. FEKETE, LEGAL ASSISTANT  
JEANNE ODOM CONWAY, P.A.  
P. O. BOX 16396  
WEST PALM BEACH, FL 33416

SUBJECT: ODYSSEY STAGE CORPORATION  
Ref. Number: N97000001946

We have received your document for ODYSSEY STAGE CORPORATION and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 299A00056015

ARTICLES OF AMENDMENT  
of  
ODYSSEY STAGE CORPORATION

ARTICLES OF AMENDMENT of the undersigned, who are citizens of the United States, who have formed a Non-Profit Corporation under the Non-Profit Corporation laws of the State of Florida, do hereby certify:

Article I - Name

The name of this corporation is ODYSSEY STAGE CORPORATION.

Article II - Effective Date and Duration

These articles shall take effect as of the date of filing with the Secretary of State of the State of Florida and continue in effect perpetually as may be amended from time to time, for the life of the corporation.

Article III - Address

The address of the corporation's principal office and mailing address are 616 Executive Center Drive, #201, West Palm Beach, FL 33401-4944.

Article IV - Purpose

Said corporation is organized exclusively for literary and educational 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 the corresponding section of any future federal tax code.

Article V - Activities, Revenue

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 this article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

FILED  
DEC - 2 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### Article VI- Trustees Names & Addresses

The names and addresses of the Trustees(Directors) of said corporation are:

KEVIN BLAKE, whose address is 126 Mancha Ave., Royal Palm Beach, FL 33411; CHARLES C. CHILLINGWORTH, whose address is 257 Granada Road, West Palm Beach, FL 33401; ISRAEL DUPONT, whose address is 616 Executive Center Drive, #201, West Palm Beach, FL 33401-4944.

#### Article VII - Election of Trustees

The method of election of the Board of Trustees of said corporation shall be stated in the By-laws of the corporation.

#### Article VIII - Powers of Trustees

In furtherance and not in limitation of the powers conferred by statute, the Board of Trustees is expressly authorized to: make and alter the Articles and By-laws of this corporation; to fix the amount to be reserved as working capital; to make mortgages and liens upon real and personal property belonging to said corporation; hire and fire any and all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer; do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein and to do every other act and to accomplish any other lawful purpose which is not forbidden under the laws of the United States, the State of Florida (specifically, but not limited to, Chapter 617, Florida Statutes) and the provisions of these Articles of Amendment, specifically but not limited to, compliance with section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and these Articles of Amendment shall be at all times construed so as to be consistent with the requirements for the federal tax exemption thereof.


#### Article IX - Dissolution

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 Service Code, or to any 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 shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

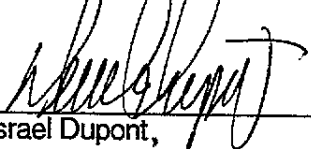
#### Article X - Registered Agent

The registered agent for service of process of this corporation, who shall serve until removed by the Board of Trustees, is CHARLES C. CHILLINGWORTH, whose address is 257 Granada Road, West Palm Beach, FL 33401.

As Odyssey Stage Corporation is organized on a non-membership basis, the Board of Trustees of the corporation, authors of these articles, hereby adopts these Articles of Amendment this 13 day of ~~October~~<sup>NOVEMBER</sup>, 1999.

  
Kevin Blake

  
Charles C. Chillingworth

  
Israel Dupont,  
PRESIDENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared CHARLES C. CHILLINGWORTH, to me known personally to be the person described in, and who executed the foregoing instrument, and who did not take an oath, and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13<sup>th</sup> day of ~~October~~, 1999.

*November*



Helen K. Fekete

Notary Public

My Commission Expires




Helen K. Fekete  
MY COMMISSION # CC718807 EXPIRES  
February 22, 2002  
BONDED THRU TROY FAIN INSURANCE INC.

ACCEPTANCE

I, CHARLES C. CHILLINGWORTH, whose address is 257 GRANADA ROAD,  
WEST PALM BEACH, FLORIDA, 33401

do hereby accept the appointment of Registered Agent for Odyssey Stage Corporation.



Charles C. Chillingworth  
Registered Agent