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WEIDNER & WORTELBOER

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CRYSTAL H. RINER,
ADMINISTRATOR

November 6, 1997

Attention: New Filings
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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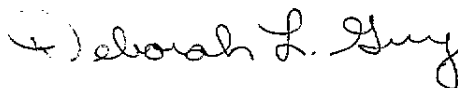
Re: Filing of Articles of Incorporation for
River City Ballet and Dance Productions, Inc.
Client Number: 97192

Dear Division of Corporations:

Please find enclosed an original of the **River City Ballet and Dance Productions, Inc.**, Articles of Incorporation and a check in the amount of \$131.25 made payable to Secretary of State. Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,



Secretary to Jeanine H. Coris, Esquire
Corporate Counsel

JHC:dlg
Enclosure
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RIVER CITY BALLET AND DANCE PRODUCTIONS, INC.

The undersigned, for the purpose of forming a non-profit corporation under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I.
NAME AND ADDRESS**

SECTION 1.1. Name. The name of this corporation is **River City Ballet and Dance Productions, Inc.**

SECTION 1.2. Address. The address of this corporation is **4970 Toproyal Lane, Jacksonville, Florida 32277.**

**ARTICLE II.
DURATION**

SECTION 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III.
PURPOSES**

SECTION 3.1. Purposes. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes related to the promotion of awareness, appreciation and support for the performing arts and including, for such purposes, the making of distributions under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

SECTION 3.2. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any of its members, trustees, officers, or other private persons, except that the corporation is specifically 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.

SECTION 3.3. Limitations on Activities. No substantial part of the activities of this 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 the publishing or distribution of statements related to) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation 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 the 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 the corresponding section of any future federal tax code).

ARTICLE IV. CAPITAL STOCK

SECTION 4.1. Membership. This corporation shall have no corporate stock and shall be composed of members rather than shareholders.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

SECTION 5.1. Name and Address. The street address of the initial registered office of this corporation is **Law Offices of Weidner & Wortelboer, 10160 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256** and the name of the initial registered agent of this corporation at that address is **Jeanine H. Coris, Esquire.**

ARTICLE VI. DIRECTORS

SECTION 6.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three (3). The manner of selection of directors shall be as provided in the bylaws.

SECTION 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this corporation are:

<u>Name</u>	<u>Address</u>
Charles R. McCord	4970 Toproyal Lane Jacksonville, FL 32277
Jayne McCord	4970 Toproyal Lane Jacksonville, FL 32277
Susan Allison	2211 West Oceanforest Drive Atlantic Beach, FL 32233

SECTION 6.3. Compensation. The board of directors is specifically authorized to make provision for reasonable compensation to the directors for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive reasonable compensation therefor.

SECTION 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII. BYLAWS

SECTION 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Any, alteration, amendment or repeal from time to time by the board of directors shall be in accordance with the bylaws.

**ARTICLE VIII.
INCORPORATOR**

SECTION 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

Charles R. McCord
4970 Toproyal Lane
Jacksonville, Florida 32277.

**ARTICLE IX.
AMENDMENT**

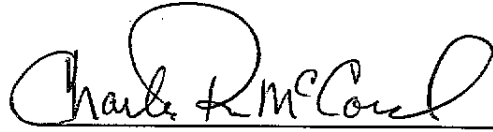
SECTION 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation at any regular or special meeting of the board of directors by the affirmative vote of not less than three-fourths (3/4) of the board of directors.

**ARTICLE X.
DISSOLUTION**

SECTION 10.1. Dissolution. The corporation may be dissolved at any time at any regular or special meeting of the board of directors by the affirmative vote of not less than three-fourths (3/4) of the board of directors.

SECTION 10.2. Disbursement of Assets Upon Dissolution. Upon the dissolution of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the 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 organization is then located, exclusively for such purpose(s) or to such organization(s) (as said Court shall determine) which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 5 day
of November, 1997.



Charles R. McCord, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by **Charles R. McCord** this
5 day of November, 1997.



Notary Public

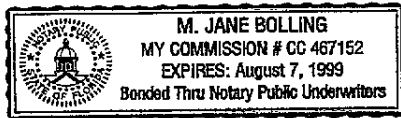
My Commission Expires:
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**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

That **River City Ballet and Dance Productions, Inc.**, a Florida non-profit corporation, with its principal office as indicated in the Articles of Incorporation has named **Jeanine H. Coris, Esquire at Law Offices of Weidner & Wortelboer, 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256** as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.



By: _____

Jeanine Coris


STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me by Jeanine H. Coris, Esquire, this 6th day of November, 1997.

M. Jane Bolling
Notary Public
My commission expires: 8-7-99

ACCEPTANCE

I hereby agree to act as registered agent for **River City Ballet and Dance Productions, Inc.** as stated in the Articles of Incorporation of said Corporation.



Jeanine H. Coris, Esquire

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CLERK OF STATE
TALLAHASSEE, FLORIDA