

N97000006780

CORINNE M. MASTRONARDI, P.A.

POST OFFICE DRAWER 21234  
FORT LAUDERDALE, FLORIDA 33335

OFFICE: (954)893-9866

FACSIMILE: (954)893-7886

November 18, 1997

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

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-11/20/97--01081--005  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: <sup>re</sup> ~~The~~ Actors' Conservatory, Hollywood, Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation for the <sup>re</sup> ~~The~~ Actors' Conservatory, Hollywood, Florida, a non-profit corporation, and a check for the required filing fee of \$122.50. Please incorporate the above named company as a non-profit corporation.

Kindly forward the certified copy of the articles to the above address as soon as possible. If you have any questions, please do not hesitate to contact me.

Very truly,

  
Corinne M. Mastronardi

FILED  
97 DEC -3 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmp  
11-24-97

~~11-26-97~~

~~789, 2557, 611, 2550~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 24, 1997

CORINNE M. MASTRONARDI, P.A.  
P.O. DRAWER 21234  
FORT LAUDERDALE, FL 33335

SUBJECT: THE ACTORS' CONSERVATORY, HOLLYWOOD, FLORIDA, INC.  
Ref. Number: W97000026435

We have received your document for THE ACTORS' CONSERVATORY, HOLLYWOOD, FLORIDA, 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):

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.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 997A00056126

(26)

**ARTICLES OF INCORPORATION**

**OF**

*The* **ACTORS' CONSERVATORY, HOLLYWOOD, FLORIDA, INC.**

**A NON-PROFIT CORPORATION**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

*The* (26)

The name of the Corporation is as follows: *The* Actors' Conservatory, Hollywood, Florida, Inc.

**ARTICLE II**

**NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purposes set forth in Article V (Purposes) hereof, and to make any other payment or distribution to the extent permissible by law.

**ARTICLE III**

**TERM**

The Corporation is a non-profit corporation, and the duration (term) of the Corporation is perpetual.

**ARTICLE IV**

**PURPOSE**

The purposes for which the Conservatory is organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). Among these purposes are the following: The first priority of the Corporation is to provide, promote, benefit and otherwise assist the students of *The* (26) Actors' Conservatory, in their educational, professional and business endeavors by, among other things, fostering an environment of exploration, passion, and growth for its students and graduates through intensive education and training programs. Other

priorities shall include facilitating, interaction and networking between the students, graduates, and potential employers; to promote, benefit and otherwise assist students in the Actors' Conservatory, in their pursuit of enhancing their acting education by obtaining information and practical knowledge from the staff, faculty, graduates, of the Conservatory and professionals in the industry; to assist the students of the Conservatory in obtaining practical information and advice with respect to job interviewing and other matters connected with the pursuit of employment; and, to promote relationships between the students, graduates, and the Conservatory and potential employers of such with the general intention that such shall promote the best interests of the graduates and also shall be beneficial to the Conservatory.

As may be determined by the Board of Directors of Corporation, utilization of the Corporation's resources shall be generally consistent with the foregoing purposes in the foregoing order of priority.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE V MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such a manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 3494 SW 53rd Court, Fort Lauderdale, FL 33312. The name of the initial registered agent of the Corporation is Corinne M. Mastronardi.

#### **ARTICLE VII INCORPORATORS**

The name and address of each Incorporator is as follows:

Linda Fionte  
219 SE 5th Street  
Dania, FL 33004

John Fionte  
219 SE 5th Street

Dania, FL 33004

Michael Gioia  
1958 Monroe Street, #309  
Hollywood, FL 33020

#### **ARTICLE VIII INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time as provided by the By-laws but shall never be less than three (3). The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Linda Fionte  
219 SE 5th Street  
Dania, FL 33004

John Fionte  
219 SE 5th Street  
Dania, FL 33004

Michael Gioia  
1958 Monroe Street, #309  
Hollywood, FL 33020

#### **ARTICLE IX INDEMNIFICATION**

To the fullest extent permitted by the laws of the State of Florida, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a Trustee of the Corporation; (ii) is or was serving at the request of the Corporation as a Trustee or Director of another corporation; (iii) is or was an officer of the Corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation. Unless otherwise expressly prohibited by the laws of the State of Florida, and except as otherwise provided in the previous sentence, the Board of Trustees of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee

or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE X  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and, the mailing address of the corporation is 2450 Hollywood Blvd., Suite 200, Hollywood, Florida 33020.

**ARTICLE XI  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day of November, 1997.

  
Linda Fionte, Incorporator

  
John Fionte, Incorporator

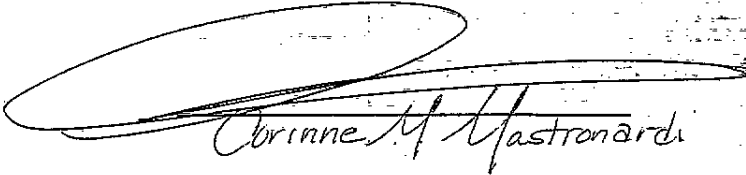
**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

97 DEC -3 PM 12:33

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Date: 12/17, 1997.