

N98000000953



ACCOUNT NO. : 072100000032

REFERENCE : 709509 83549A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 17, 1998

ORDER TIME : 3:19 PM

ORDER NO. : 709509-005

CUSTOMER NO: 83549A

CUSTOMER: Glenn L. Nye, Esq  
GLENN L. NYE, ESQ

218 D East New York Avenue  
Deland, FL 32724

DOMESTIC FILING

NAME: ATHENS THEATRE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

cf 2/18/98

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-02/18/98--01003--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
98 FEB 17 PM 4:15  
DIVISION OF CORPORATION  
FILED  
98 FEB 17 AM 8:39  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

ATHENS THEATRE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 17 AM 8:39

The undersigned, as President of Main Street-DeLand Association, Inc., a Florida Not for Profit Corporation, subscribes to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is ATHENS THEATRE, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on day of filing of Articles of Incorporation by the Department of State.

ARTICLE III GENERAL NATURE AND PURPOSE

A. This corporation is created as a subsidiary of Main Street-DeLand Association, Inc., and of which Main Street-DeLand Association, Inc., shall be the only member, as a non-profit corporation under the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes to operate exclusively for charitable, civic and cultural purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

B. To further the expressed purposes of Main Street-DeLand Association, Inc., in developing, establishing and maintaining programs and projects determined beneficial to the revitalization of downtown DeLand, Florida, and more specifically:

a. to restore, renovate, develop and manage the Athens Theatre in downtown DeLand, Florida as a regional entertainment center serving a variety of needs for business, education, arts, amusement and tourism.

b. to preserve the Athens Theatre as one of DeLand's historically significant landmarks for the enrichment of all generations of DeLand citizens.

c. to continue the revitalization of DeLand's historic downtown district.

d. to enrich the quality of life for families and children in the DeLand area.

e. to engage in any lawful activity for which non-profit corporations may be formed under the non-profit corporation law of the State of Florida, provided that such activity is consistent with the purposes of this corporation and the purposes of Main Street-DeLand Association, Inc.

#### ARTICLE IV QUALIFICATION

The corporation is organized with the intent to qualify as a tax-exempt organization under Section 501(c)(3) and 170 of the Internal Revenue Code of 1986 as a subsidiary of Main Street-DeLand Association Inc., a qualified organization.

#### ARTICLE V PROSCRIBED ACTIVITIES AND POWERS

1. The corporation is non-profit and no part of the corporation's income is distributable to its Directors or officers, and the corporation shall not have or issue shares of stock or pay dividends.

2. The corporation is organized and, notwithstanding any other provisions of the Articles of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

3. In no event shall any part of the net earnings of the corporation inure to the benefit of, or be distributable to, its Directors or officers or to 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 Article III hereof.

4. No substantial part of the activity of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign of any candidate for public office.

5. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, and the regulations thereunder, as the same now exist or may be amended from time to time.

6. If the corporation shall be or become a private foundation as such term is defined by Section 509, then the corporation shall be required to distribute its income for each taxable year at such time in such manner as not to subject it to tax under Section 4942, and the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d)), from retaining any excess business holdings (as defined in Section 4943(c)), from making any investments in such manner to subject the corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d)). The statutory references in this Paragraph 6 are to the Internal Revenue Code of 1986, and the

regulations thereunder, as the same now exist and may hereafter be amended from time to time.

7. The Corporation shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the corporation mentioned in Article III hereof: to undertake, either alone or in conjunction or cooperation with others, any lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of any or all the purposes for which the corporation is organized and to aid or assist other organizations, the activities of which are such as to further any such purposes.

#### ARTICLE VI MEMBERSHIP

This corporation shall have one class of member which shall be entitled to vote. Main Street-DeLand Association, Inc., shall be the sole member of this corporation entitled to vote for the duration of existence of this corporation.

#### ARTICLE VII SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
JON BENN, President Main Street-DeLand Assn., Inc.	101 N. Woodland Blvd. DeLand, FL 32720

#### ARTICLE VIII OFFICERS

The affairs of this corporation shall be managed by the following officers: president/chairman, vice president, secretary and treasurer or financial secretary. The above officers shall be elected at the first meeting of the Board of Directors and shall continue to hold office for the term of one year or until their successors are elected and qualified.

#### ARTICLE IX PERSONS CONSTITUTING FIRST BOARD OF DIRECTORS

Directors shall be elected as provided in the Bylaws. The Board of Directors shall consist of not less than nine (9) Directors. The acting president of Main Street-DeLand Association, Inc. shall serve as ex-officio director. The members of the Board of Directors shall be individuals of legal age. The names and addresses of the, persons who are to serve as the members of the Board of Directors until the first annual meeting, or until their

successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steve Blais	4168 N. Grand Avenue DeLand, FL 32720
Debbie Dunn	510 W. Minnesota DeLand, FL 32720
Tom Fleishel	812 N. Woodland Boulevard DeLand, FL 32720
Lorna Jean Hagstrom	921 S. Hill Ave. DeLand, FL 32724
Stacia Hollmann	310 W. Minnesota Avenue DeLand, FL 32720
Mary Hurley	1485 Mercer's Fernery Road DeLand, FL 32720
Debra Fredel	523 Princewood Dr. DeLand, FL 32724
Glenn Nye	218 E New York Ave., Suite D DeLand, FL 32724
Mike Ruskin	995 W. Volusia Avenue DeLand, FL 32720
Jon Benn Ex-officio	101 N. Woodland Blvd. DeLand, FL 32720

#### ARTICLE X BYLAWS

The Bylaws of this corporation shall be adopted by vote of the sole member, Main Street-DeLand Association, Inc., voting at any annual or regular meeting of the member.

#### ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation may amend its Articles of Incorporation by vote of the sole member, Main Street-DeLand Association, Inc., at any regularly called meeting of the member.

#### ARTICLE XII DISSOLUTION

In the event of the dissolution of the corporation, all its assets remaining, after the payment of all debts and obligations of

the corporation, shall be paid and distributed to Main Street-DeLand Association, Inc., a Florida Not for Profit Corporation, provided that if Main Street-DeLand Association, Inc., shall at such time fail to exist, or fail to qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, then such remaining assets of the corporation shall be disposed of by delivery of such assets to an organization which shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or to the City of DeLand, or the County of Volusia for use of the public, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XIII INITIAL BUSINESS OFFICE

The street address of the initial business office of this corporation is:

101 N. Woodland Blvd.  
DeLand, FL 32720

#### ARTICLE XIV REGISTERED OFFICE AND AGENT

The name of the initial registered agent and address of the initial registered office of this corporation is:

GLENN L. NYE  
218 E. New York Ave., Ste. D  
DeLand, FL 32724

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of February, 1998.

[Signature]  
JON BENN, as President, Main Street  
Deland Association, Inc.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer duly authorized to take acknowledgements, JON BENN, (who did/did not take an oath), to me known to be the person described as subscriber herein and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and seal in the County and State as aforesaid this 11<sup>th</sup> day of February, 1998.

[Signature]  
Notary Public, State of Florida  
GLENN L. NYE

Typed Name of Notary

Commission No.

My Commission Expires

Personally Known

Type of Identification



GLENN L. NYE

My Commission Expires 09360487

Expires 03/01/98


Bonded by HAI

800-422-1555

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of ATHENS THEATRE, INC., hereby designates the following individual as registered agent for this corporation:

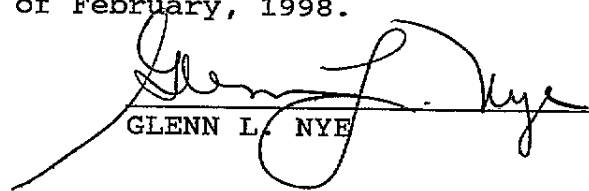
GLENN L. NYE  
218 E. New York Ave., Ste. D  
DeLand, FL 32724

  
JON BENN, Pres., MAIN STREET  
DELAND, INC., Subscriber

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of ATHENS THEATRE, INC.

DATED this 11<sup>th</sup> day of February, 1998.

  
GLENN L. NYE

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