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TRANSMITTAL LETTER

98 MAR -6 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/06/98--01047--017  
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**SUBJECT:** ORLANDO PERFORMING ARTS AND EDUCATION CENTER, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** JON H. SOMSEN, ESQ.

Name (Printed or typed)

CITY OF ORLANDO

400 SOUTH ORANGE AVENUE - 3RD FLOOR

Address

ORLANDO, FLORIDA 32801

City, State & Zip

(407) 246-3477

Daytime Telephone number

P. Hall

MAR - 9 1998

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF THE**  
**ORLANDO PERFORMING ARTS AND EDUCATION CENTER, INC.**

FILED  
98 MAR -6 PM 1:28  
SECRETARY OF STATE  
TAMPA, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serve as incorporators, for the purpose of forming a corporation not-for-profit and do hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is ORLANDO PERFORMING ARTS AND EDUCATION CENTER, INC. (hereinafter called the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE CORPORATION**

The address of the initial principal office of the Corporation shall be 200 South Orange Avenue, Suite 2600, Orlando, Florida 32801, and the mailing address shall be Post Office Box 1526, Orlando, Florida 32802.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 200 South Orange Avenue, Suite 2600, Orlando, Florida 32801. The name of the initial registered agent at that address is Intrastate Registered Agent Corporation.

**ARTICLE IV**

**PURPOSES AND POWERS OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt;

(2) without in any way limiting the foregoing, to encourage, advance and promote educational, artistic and cultural activities in Central Florida;

(3) to promote the design and construction of a Performing Arts and Education Center to be built in the City of Orlando;

(4) to engage in fundraising in furtherance of its exempt purposes; and

(5) except as limited by the Articles of Incorporation and the By-Laws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not-for-profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V

#### MEMBERSHIP

This Corporation shall not have members.

#### ARTICLE VI

#### NON-STOCK

This Corporation is organized on a non-stock basis, and shall not issue shares of stock.

#### ARTICLE VII

#### BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the By-Laws of the Corporation.

ARTICLE VIII

DURATION

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IX

AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X

BY-LAWS

The By-Laws of this Corporation shall be adopted by the incorporators on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators are:

Glenda E. Hood, Mayor  
The City of Orlando  
400 S. Orange Avenue  
Orlando, FL 32801

Linda W. Chapin, Chairman  
Orange County Government  
P.O. Box 1393  
Orlando, FL 32802

John C. Hitt, President  
University of Central Florida  
P.O. Box 160,002  
Orlando, FL 32816-0002

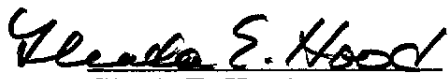
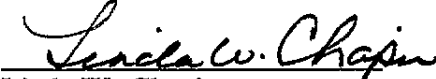
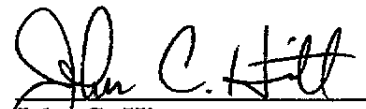
ARTICLE XII

DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 2<sup>nd</sup> day of MARCH, 1998.

		
Glenda E. Hood	Linda W. Chapin	John C. Hitt

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT

FILED  
98 MAR -6 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That ORLANDO PERFORMING ARTS AND EDUCATION CENTER, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at Suite 2600, 200 South Orange Avenue, City of Orlando, County of Orange, State of Florida has named Intrastate Registered Agent Corporation, whose address is Suite 2600, 200 South Orange Avenue, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

INTRASTATE REGISTERED AGENT  
CORPORATION

DATED: March 3, 1998

By: \_\_\_\_\_

Louis T. M. Conti, Vice President