

FELDMAN & ROBACK

ATTORNEYS AT LAW

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MARC H. FELDMAN
JOSEPH ROBACK

1198000002895

13 May 1998

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

600002526596-2
-05/18/98--01021--008
*****70.00 *****70.00

Re: Olympia Children's Theatre Company, Inc.
F&R File No. 9544

To Whom It May Concern:

Enclosed are Articles of Incorporation for the above corporation, along with my check in the amount of \$70.00 as the filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Yours truly,



Marc H. Feldman

MHF/tlmc

24Nov98 13:44:38 17:04:33

cc: Cindy Jarvis

D. BROWN MAY 20 1998

ARTICLES OF INCORPORATION OLYMPIA CHILDREN'S THEATRE COMPANY, INC.

These Articles of Incorporation are adopted for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, to be filed with the Florida Department of State, as follows:

ARTICLE I

The corporation is being formed by Cindy J. Jarvis, as Incorporator, whose address is 323 10th Avenue West, Suite 300, Palmetto, Florida 34221.

ARTICLE II

The name of the corporation is Olympia Children's Theatre Company, Inc. The address of its principal office is the same as its mailing address, which is 323 10th Avenue West, Suite 101, Palmetto, Florida 34221. The principal office address and mailing address may be changed on any one or more occasions by two-thirds vote of the Directors.

ARTICLE III

The corporation shall commence its existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter.

ARTICLE IV

The corporation is organized exclusively for nonprofit purposes, specifically to provide opportunities for children to engage in all aspects of the performing arts, specifically including theatrical productions, to enhance the development of their creativity and capacity for original thought.

ARTICLE V

The corporation shall not issue shares of stock and membership in the corporation shall be evidenced by Membership Certificates which shall contain a statement that the corporation is a nonprofit corporation. The qualifications for membership in the corporation shall be regulated and controlled by provisions in the bylaws of the corporation.

ARTICLE VI

The corporation shall be governed by a Board of Directors and there shall be an initial board of three Directors. The number of Directors may be changed by provisions in or amendments to the bylaws, but the number of Directors shall never be less than three. The initial Directors shall hold office until the election of successor Directors by the members or until their earlier resignation or removal in accordance with the bylaws and Florida law. Directors shall be elected by majority vote of the members in such manner, at such times, and for such terms as are specified in the bylaws. The following persons shall be the initial Directors of the corporation, whose names and addresses are:

Cindy J. Jarvis, 1912 24th Avenue West, Palmetto, Florida 34221
Joel H. Jarvis, 1912 24th Avenue West, Palmetto, Florida 34221
Linda Harpole, 2713 81st Avenue East, Ellenton, Florida 34222

ARTICLE VII

The Corporation shall have as its Officers, a President, Vice President, Secretary, and Treasurer, together with such other Officers as may be specified in the bylaws. The duties and responsibility of each respective office shall be as stated in the bylaws. Officers shall be elected by majority vote of the Directors in such manner, at such times, and for such terms as are specified in the bylaws.

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors; however, the members of the corporation may also adopt, alter, amend, or repeal by-laws in which event the members may provide in any bylaw made by them that such bylaw shall not be altered, amended, or repealed by the Directors.

ARTICLE IX

The registered office of the corporation shall be at 3908 26th Street West, Bradenton, Florida 34205, and the initial registered agent at that address is Marc H. Feldman. Such registered office and agent may be changed by majority vote of the Directors.

ARTICLE X

Amendment of these Articles of Incorporation shall require not less than two-thirds vote of the members, at any regular meeting of the members or at any special meeting of the members called for that purpose.

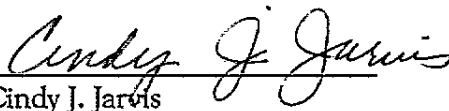
ARTICLE XI

No dividends shall be paid by the corporation and no part of the income of the corporation shall be distributed to its members, Directors, or Officers, or other persons, except that the corporation may pay reasonable compensation for services rendered and may confer benefits upon its members in conformity with the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or attempting to influence legislation, and the corporation shall not participate or intervene (which includes the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XII

Upon the dissolution of the corporation, the Board of Directors shall provide for the payment of all liabilities of the corporation, and shall thereafter dispose of all remaining assets of the corporation exclusively in conformity with the purposes of the corporation, or to such organization or organizations existing and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law. Such disposition shall be within the discretion of the Board of Directors and any assets not disposed of in the foregoing manner shall be disposed of by the Circuit Court for Manatee County, Florida, exclusively for the same purposes or to the same qualified organizations.

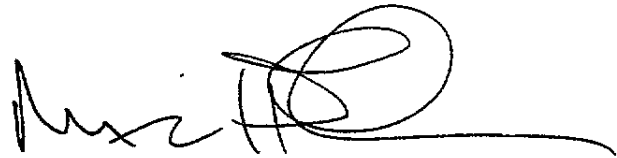
In Witness Whereof, these Articles of Incorporation are subscribed this
23rd day of April, 19 98.


Cindy J. Jarvis

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, accept my appointment as registered agent for the corporation and will maintain the registered office of the corporation at 3908 26th Street West, Bradenton, Manatee County, Florida 34205-3510. I am familiar with and accept the obligations imposed upon me as Registered Agent by Florida Law.

Dated this 23 day of April, 1998

A handwritten signature in black ink, appearing to read 'Marc H. Feldman', written over a horizontal line.

Marc H. Feldman