



N98000003930

ACCOUNT NO. : 072100000032

REFERENCE : 882120 7136021

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 70.00

ORDER DATE : July 7, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 882120-005

CUSTOMER NO: 7136021

CUSTOMER: Mr. Mark Williams
MARK WILLIAMS, P.A.

Suite 300
12613 New Brittany Boulevard
Fort Myers, FL 33907

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 12:46

DOMESTIC FILING

NAME: RAINBOW PUPPET 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: Cassandra Bryant

EXAMINER'S INITIALS:

cf 7/7/98

RECEIVED
98 JUL -7 AM 11:23
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

000002581600--0

ARTICLES OF INCORPORATION

OF

RAINBOW PUPPET THEATRE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 12:46

The undersigned subscribers to these Articles of Incorporation do hereby form a corporation not-for-profit under the provisions of Chapter 617 of Florida Statutes entitled "CORPORATIONS NOT-FOR-PROFIT".

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be RAINBOW PUPPET THEATRE, INC.

ARTICLE II - PURPOSE

The purpose of the corporation is to present to the general public, especially to children, the arts of puppetry and storytelling through dramatic performance, educational programs, workshops and public exhibitions. The purpose of this corporation shall be exclusively a purpose as described, and as provided, in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - GENERAL NATURE OF ACTIVITIES

The general nature of the corporate activities shall be:

- A. To provide dramatic performances that enrich the lives of children, parents, educators and all interested persons through the arts of puppetry and storytelling.
- B. To provide educational opportunities for children, parents, educators and all interested persons to learn about puppetry and storytelling through workshops and public exhibits.
- C. To present Florida folk stories to the general public through puppetry and storytelling in order to preserve the rich history, heritage and cultural traditions of the state.
- D. To provide educational information through puppetry and storytelling concerning the health risks of smoking, drug addiction and drinking alcohol.
- E. To present programs through puppetry and storytelling that build a child's self-esteem, emphasized positive family values and discourages violence and unlawful gang activity.

- F. To do anything necessary and proper for the accomplishment of furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuits necessary or incidental to the furtherance of such purposes or objects of this corporation.
- G. It is intended that this corporation may conduct and transact any business lawfully authorized for a corporation organized not-for-profit by Chapter 617, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - TERM OF EXISTENCE

The corporate existence of the corporation shall commence as of the date and time upon which these Articles of Incorporation are filed with the Secretary of State, State of Florida.

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - ADDRESS OF CORPORATION AND REGISTERED AGENT

The initial street address of the principal office of this corporation shall be Rainbow Puppet Theatre, Inc., 270 Las Palmas Blvd., North Fort Myers, Florida 33903.

The initial street address of the resident agent of the corporation shall be 270 Las Palmas Blvd., North Fort Myers, Florida 33903.

ARTICLE VI - REGISTERED AGENT

The name of the initial registered agent of the corporation is Kent E. Schneider.

ARTICLE VII - BOARD OF DIRECTORS

- A. The initial Board of Directors of this corporation shall be four.
- B. The number of Directors may be increased from time to time by By-Laws adopted by the Board of Directors and approved by the membership and shall never be less than three.

- C. The name and street address of the initial members of the Board of Directors who shall serve until the first meeting of the members of the corporation at which time their successor or successors shall be elected and qualified:

Kent E. Schneider	270 Las Palmas Blvd. North Fort Myers, Florida 33903.
-------------------	--

Elizabeth Ann Schneider	270 Las Palmas Blvd. North Fort Myers, Florida 33903.
-------------------------	--

Robert Phillip Fontana	16 Estate Drive North Fort Myers, Florida 33917
------------------------	--

Lynda Myree Fontana	16 Estate Drive North Fort Myers, Florida 33917
---------------------	--

- D. Any director may be removed from office by the vote of the majority of the Directors or the members at any annual or special meeting of the Board of Directors, or for any cause deemed sufficient by such Directors or members.

ARTICLE VIII - SUBSCRIBERS TO THE ARTICLES

The following are the names and street addresses of the subscribers to these Articles of Incorporation.

Kent E. Schneider	270 Las Palmas Blvd. North Fort Myers, Florida 33903.
-------------------	--

Elizabeth Ann Schneider	270 Las Palmas Blvd. North Fort Myers, Florida 33903.
-------------------------	--

Robert Phillip Fontana	16 Estate Drive North Fort Myers, Florida 33917
------------------------	--

Lynda Myree Fontana	16 Estate Drive North Fort Myers, Florida 33917
---------------------	--

ARTICLE IX - OFFICERS

- A. The corporation's affairs are to be managed by a President, Vice-President, Treasurer, and Secretary.

B. The initial officers of the corporation who shall serve until their successor or successors have been elected and qualified by the members at its first special meeting are:

President:	Kent E. Schneider
Vice-President:	Robert Phillip Fontana
Treasurer:	Lynda Myree Fontana
Secretary:	Elizabeth Ann Schneider

ARTICLE X - BY-LAWS

The Directors of this corporation by majority vote shall have the power to adopt, amend or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws.

ARTICLE XI - CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by Chapter 617 of Florida Statutes and of the purposes and objects hereinabove stated, this corporation shall, to the fullest extent permitted by the provision of Chapter 617 of Florida Statutes, as the name may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of the Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such a person.

ARTICLE XII - ASSETS DEDICATED TO A CARTABLE PURPOSE

Upon dissolution, liquidation, and termination of the corporation the assets of the corporation shall be distributed to another organization(s) which is exempt under Internal Revenue Code Sec. 501(c)(3).

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed at a special or annual meeting of the Board of Directors and approved by a majority vote of the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 19th day of June, 1998, in the city of Fort Myers, State of Florida.

Kent E. Schneider
KENT E. SCHNEIDER

Elizabeth Ann Schneider
ELIZABETH ANN SCHNEIDER

Robert Phillip Fontana
ROBERT PHILLIP FONTANA

Lynda Myree Fontana
LYNDA MYREE FONTANA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of Section 617.023 of Chapter 617 of Florida Statutes, the undersigned does hereby accept his appointment as registered agent on whom process may be served withing the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Dated this 19th day of June, 1998.

Kent E. Schneider
KENT E. SCHNEIDER

STATE OF FLORIDA
COUNTY OF LEE

On this 19th day of June, 1998, before me, the undersigned authority, personally appeared KENT E. SCHNEIDER, ELIZABETH ANN SCHNEIDER, ROBERT PHILLIP FONTANA, AND LYNDA MYREE FONTANA, who are known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

Christina Rodriguez
CHRISTINA RODRIGUEZ
Notary Public

My Commission Expires:




Christina Rodriguez
My Commission CC717320
Expires February 18, 2002

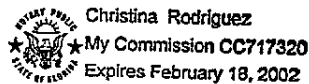
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 12:46

STATE OF FLORIDA
COUNTY OF LEE

On this 19th day of June, 1998, before me, the undersigned authority, personally appeared KENT E. SCHNEIDER, who is known to me to be the individual described in and who executed the foregoing Articles of Incorporation and Acceptance of Appointment as Registered Agent, and he acknowledged that he subscribed the said instrument and said appoint for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.


CHRISTINA RODRIGUEZ
Notary Public



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM12:46