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JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAILING ADDRESS:

POST OFFICE BOX 997

BROOKSVILLE, FLORIDA 34605-0997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 27 AM 9:14

29 SO. BROOKSVILLE AVE.
BROOKSVILLE, FLORIDA
TELEPHONE: (352) 796-5123
FAX: (352) 799-3187

4074 COMMERCIAL WAY
SPRING HILL, FLORIDA
TELEPHONE: (352) 688-7490

JOSEPH E. JOHNSTON, JR.
DAVID C. SASSER
DARRYL W. JOHNSTON
ROBERT B. BATTISTA

July 23, 1998

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

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-07/27/98-01062-014
****122.50 ****122.50

RE: The Actors' Project Theatre Company, Inc.

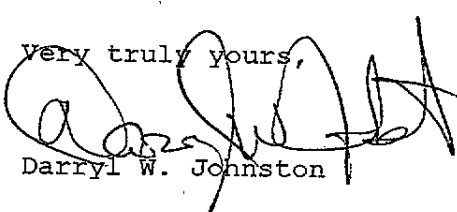
Gentleman:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,


Darryl W. Johnston

DWJ:bsj
Enclosures
cc: Irene S. Adjan

D. BROWN JUL 29 1998

ARTICLES OF INCORPORATION

OF

THE ACTORS' PROJECT THEATRE COMPANY, INC.

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The undersigned, pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be THE ACTORS' PROJECT THEATRE COMPANY, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business shall be 2810 Riverside Drive, #204, Coral Springs, FL 33065, and the mailing address of the corporation shall be 2810 Riverside Drive, #204, Coral Springs, FL 33065.

ARTICLE III - PURPOSES

The general purposes for which the Corporation is organized are the following:

A. To receive and administer funds and to operate exclusively for charitable, literary, artistic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent

legislation, and to give funds and property from time to time to other organizations to be used or held for use directly for carrying out one or more of such purposes.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust, and to apply gifts, grants, bequests, and devises, and the proceeds thereof, in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts as accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, with all of the powers conferred on not-for-profit corporations under the laws of the State of Florida.

D. To provide a not-for-profit cultural organization dedicated to providing greater opportunity for cultural stimulation, exposure and enrichment to the theatrical arts for the residents of the region.

E. To produce interesting, off-beat, entertaining plays and musicals to the residents of the region and their families in order to encourage and foster the appreciation and education of such entertainment.

F. To embrace the rich, multi-cultural diversity of the region by presenting works that will stimulate and have relevance to all members of the community.

G. To implement a youth oriented community outreach program designed to educate and cultivate a new generation of theatre goers.

H. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish the purpose.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Directors constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Directors shall be elected or appointed in accordance with the bylaws. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Irene S. Adjan	2810 Riverside Drive, #204 Coral Springs, FL 33065
Amy London	3371 NW 97th Terrace Sunrise, FL 33351
Michael McKeever	3475 Southwood Court Davie, FL 33328
Gia Bradley-Cheda	1519 N. 46th Avenue Hollywood, FL 33021
Terrell Hardcastle	677 Tivoli Trace Circle, #202 Deerfield Beach, FL 33441

ARTICLE V - MEMBERS

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE VI - CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302 of the Florida Statutes, or comparable provisions of subsequent legislation, and are limited by restrictions placed by Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

ARTICLE VII - DISTRIBUTION OF GAINS

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any member or any other individual.

ARTICLE VIII - DISSOLUTION

In the event of the dissolution and winding up of this corporation, after paying or adequately providing for the debts or

obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes, or

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(b) Organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions,

exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the circuit court in the county in which the dissolved corporation had its principal office, upon petition therefore by the Attorney General, or any person concerned in the liquidation.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of this corporation is Darryl W. Johnston and his address is 29 South Brooksville Avenue, Brooksville, FL 34601.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of this corporation is:

Name	Address
Irene S. Adjan	2810 Riverside Drive, #204 Coral Springs, FL 33065

ARTICLE XI - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

IN WITNESS WHEREOF, the persons who are to act in the capacity as first directors of this corporation have hereunto set their hands this 21st day of July, 1998.

Irene S. Adjan
Irene S. Adjan

STATE OF FLORIDA
COUNTY OF ~~BROWARD~~

PALM BEACH

THE foregoing Articles of Incorporation were signed and acknowledged before me by Irene S. Adjan who is personally known to me or who produced FL DRIVER LICENSE as identification on this 21 day of July, 1998.

Gloria J. Stephens
Notary Public

(print or stamp name, commission number and date of expiration)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

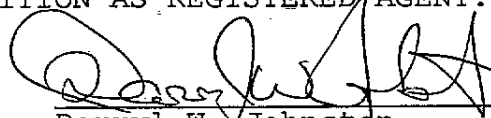
1. The name of the corporation is The Actors' Project Theatre Company, Inc.

2. The name and address of the registered agent and office is:

Darryl W. Johnston, 29 South Brooksville Avenue, Brooksville,
FL 34501

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



Darryl W. Johnston

7/23/98

Date

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