

N98000005270



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 961714 142393A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 15 PM 2:08

ORDER DATE : September 15, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 961714-005

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CUSTOMER NO: 142393A

CUSTOMER: Edward E. Wollman, Esq  
WOLLMAN, STRAUSS & ASSOCIATES,  
P.A.  
Suite 1  
5129 Castello Drive  
Naples, FL 34103

DOMESTIC FILING

NAME: ACTORS REPERTORY THEATRE OF  
NAPLES, 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: Sara Lea

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 SEP 15 PM 12:10

RECEIVED

*9/15/98*

**ARTICLES OF INCORPORATION  
OF  
ACTORS REPERTORY THEATRE OF NAPLES, INC.  
a Florida not-for-profit corporation**

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**ARTICLE I  
Name**

The complete legal name of the Corporation is:

ACTORS REPERTORY THEATRE OF NAPLES, INC.

**ARTICLE II  
Address**

The address of the principal office of the Corporation is 1965 River Reach Drive, #236, Naples, Florida 34104. The mailing address of the Corporation is Post Office Box 9418, Naples, Florida 34101.

**ARTICLE III  
Purpose**

The Corporation is organized exclusively for charitable and educational purposes, including:

A. The making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").

B. Owning and operating the Actors Repertory Theatre of Naples.

C. Promoting public interest in and the study of drama and theater within the meaning of Section 501(c)(3) of the Code.

**ARTICLE IV  
Earnings**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political

campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding section of any future federal tax code.

#### **ARTICLE V** **Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VI** **Duration**

The term of existence of the Corporation is perpetual. The corporate existence will commence upon filing of these Articles by the Department of State.

#### **ARTICLE VII** **Registered Office and Agent**

The initial registered office of the Corporation shall be located at:

5129 Castello Drive, Suite 1, Naples, FL 34103

and the initial registered agent of the Corporation at that address shall be:

Edward E. Wollman

**ARTICLE VIII**  
**Board of Directors**

A. This Corporation shall have at least three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws or by resolution of the Board of Directors, but shall never be less than three(3).

B. A director may be removed with or without cause by a majority of the Board of Directors at any regular or special meeting.

C. Directors shall be elected by the Board of Directors in the manner stated in the Bylaws.

**ARTICLE IX**  
**No Membership**

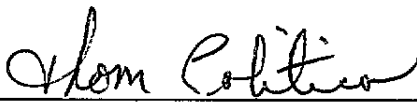
The Corporation shall have no membership.

**ARTICLE X**  
**Incorporator**

The name and address of the subscriber of these Articles of Incorporation and principal office address is:

Thom Politico  
1965 River Reach Drive, #236  
Naples, FL 34104

IN WITNESS WHEREOF, I have subscribed my name on this 10 day of September, 1998.

  
\_\_\_\_\_  
THOM POLITICO

STATE OF FLORIDA  
COUNTY OF COLLIER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

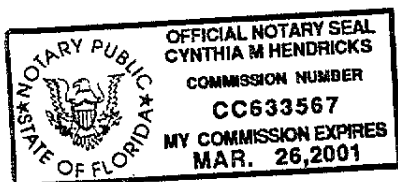
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On this 10th day of September, 1998, before me personally appeared THOM POLITICO, (☒) known to me to be the person named in the foregoing instrument or (☐) who produced \_\_\_\_\_ as identification, and who executed it, and who acknowledged such execution for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

Cynthia M. Hendricks  
Notary Public, State of Florida

My Commission Expires:



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Edward E. Wollman  
EDWARD E. WOLLMAN  
Registered Agent

DATED: September 10, 1998