

TRANSMITTAL LETTER

N980000006608

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

300002666729-6
-10/19/98-01056-008
*****78.75 *****78.75

SUBJECT: _____

(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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

A. O. S. Children's Theatre

3138 S. University Drive
Miramar, FL. 33025

City, State & Zip

(W) 954-432-4887 (H) 305-681-1100
Daytime Telephone number

98 NOV 19 AM 8:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Send N/p forms
Johnson*

mm/20/98 -
w-23550
w-23721



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 20, 1998

ALAIRE JOHNSON
3146 S UNIVERSITY DRIVE
MIRAMAR, FL 33025

SUBJECT: A.O.S. CHILDREN'S THEATRE
Ref. Number: W98000023721

We have received your document for A.O.S. CHILDREN'S THEATRE and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 398A00051685

98 NOV 19 AM 8:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
A.O.S. CHILDREN'S THEATER, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: A.O.S. CHILDREN'S THEATER, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 14301 NW 5th Avenue, Miami, Florida 33168.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 1986, (or the corresponding provision 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 14301 NW 5th Avenue, Miami, Florida, 33168, and ALAIRE JOHNSON is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution

or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

ALAIRE JOHNSON
14301 NW 5th Avenue
Miami, Florida 33168

IN WITNESS WHEREOF, I, ALAIRE JOHNSON, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on October 27, 1998.

Alaire Johnson
ALAIRE JOHNSON

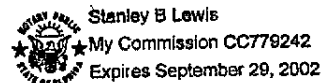
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 27th day of October, 1998, by ALAIRE JOHNSON, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted in compliance with said Acts:

First--That A.O.S. CHILDREN'S THEATER, INC., desiring to organize under the laws of
the State of Florida with its principal office as indicated in the Articles of Incorporation at City of
Miami, County of DADE, State of FLORIDA, has named ALAIRE JOHNSON, located at 14301 NW
5th Avenue in the City of Miami, County of Dade, State of Florida, as its agent to accept service
of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at
the place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.

BY:

Alaire Johnson
ALAIRE JOHNSON

DATED:

10/27/98

FILED
98 NOV 19 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA