

N9800000 7326

TRANSMITTAL LETTER

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

SUBJECT: LIVING COLOR PERFORMING ARTS, INC.
(Proposed corporate name - must include suffix)

400002725164--0
-12/29/98--01070--003
****157.50 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: NORALYNN A. ANDERSON
Name (Printed or typed)

1029 OLD FIELD DR
Address

BRANDON, FLORIDA 33511
City, State & Zip

(813) 643-4168
Daytime Telephone number

Dmc
12/29/98

FILED
98 DEC 29 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 29 PM 12:31

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

**ARTICLES OF INCORPORATION
OF
LIVING COLOR PERFORMING ARTS, INC.
(A CORPORATION NOT FOR PROFIT)**

FILED

98 DEC 29 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age of twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be Living Color Performing Arts, Inc.

**ARTICLE II
DURATION**

The term of the Corporation shall be perpetual.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial registered office is 1116 Ball Street, Plant City, Florida 33566 and the name of its initial registered Agent at such address is Ginger Forte. The principal office and registered office is identical.

**ARTICLE IV
PURPOSE**

The purpose for which the corporation is organized is exclusively for educational, charitable and scientific, that are describe in section 503 (a) (1), (2) or (3) or the Internal Revenue code of 1986, including but not limited to the organization, maintenance and supervision of its Center.

- A. To promote education, encourage development of self-esteem and leadership through the Performing Arts.
 - (1). To Wholistically involve each participant mentally, physically and socially in the Performing Arts.

- (2). To develop and build among participants and community an understanding of and an appreciation for the Performing Arts.
- (3). To provide substantive training for participants in the Performing Arts.
- (4). To encourage and assist with the development of positive humanistic relation and respect of self and others.
- (5). To establish a vehicle for participants to gain experiences by performing before culturally diversified audiences.
- (6). To develop participants interest, emotional flexibility, and communication skills in addition to providing them with a firm foundation in the techniques of Performing Arts.
- (7). To encourage skillful Performing Arts participants to pursue a vocational career in the Performing Arts.
- (8). To utilize various methodologies in teaching participants the history of the Performing Arts.
- (9). To enhance positive family relationships and self-pride within the family.
- (10). To emphasize the preservation of cultural diversification in the Performing Arts.
- (11). To promote a drug-free community through the utilization of the Performing Arts.
- (12). To research the conditions that inhibit desirable neighborhoods.
- (13). To participate, so far as circumstances may permit, in any charitable and educational Activity designed to enhance cognitive and affective development.

B. In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority;

- (1). To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gifts, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to

acceptance by the board of directors as required by the by-laws.

- (2) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.
 - (3). To distribute, in the manner, form and method and by the board of director of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
 - (4). To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own hold, sell, transfer, mortgage, or otherwise dispose of an deal in real estate; and as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
 - (5). To adopt and use a corporation seal containing the words "Corporation Not for Profit."
 - (6). To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
- C, All of the above and foregoing are to construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
- D. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this corporation is formed.
- E. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or

intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.

ARTICLE V

MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI

POWERS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by the Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than three (3) shall be as provided in the by laws.

ARTICLE VII

DISSOLUTION

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the By-laws and shall include that:

- (1). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 above.
- (2). Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - (a). All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
 - (b). Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by

reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and

- (c). All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more charitable, education or scientific organization (i) which are described in Sections 509 (a) (I), (2) or (3), and (ii) to which deductible contributions can be made under Sections 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select.
- B. All Statutory references herein are to the Internal Revenue code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VIII **COMPENSATION**

A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the by-laws.

ARTICLE VIII **INDEMNIFICATION**

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation. whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for,

willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. the foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

ARTICLE X **TERRITORY**

The territory in which the operations of the Corporation are principally to be conducted is HILLSBOROUGH COUNTY, FLORIDA.

ARTICLE XI **FISCAL YEAR**

The fiscal year of the Corporation shall begin July 1st and end June 30th of each calendar year.

ARTICLE XII **OFFICERS**

The names of the officers who are to serve until the first election under the Articles of Incorporation are:

PRESIDENT:

Ginger Forte
1116 West Ball Street
Plant City, Florida 33566

VICE-PRESIDENT:

Irish Miller
1116 West Ball Street
Plant City, Florida 33566

SECRETARY/TREASURER:

James Bennett
802 South Gibbs Street
Plant City, Florida 33566

ARTICLE XIII
INCORPORATIONS

The names and residences of the subscribers to these Articles are:

Ginger Forte

Ginger Forte
1116 West Ball Street
Plant City, Florida 33566

Irish Miller

Irish Miller
1116 West Ball Street
Plant City, Florida 33566

James Bennett

James Bennett
802 South Gibbs Street
Plant City, Florida 33566

ARTICLE XIII
INITIAL BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall not be less than three (3) and the names and addresses of such persons, are to serve as directors until the first election thereof are:

Ginger Forte
1116 West Ball Street
Plant City, Florida 33566

Irish Miller
1116 West Ball Street
Plant City, Florida 33566

James Bennett
802 South Gibbs Street
Plant City, Florida 33566

ARTICLE XV
QUORUM

The By-laws may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Directors at any meeting at which time a quorum is present.

IN WITNESS WHEREOF, we the undersigned, do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this 12th day of January, A.D., 1998.

Ginger Forte
Irish Miller
James Bennett

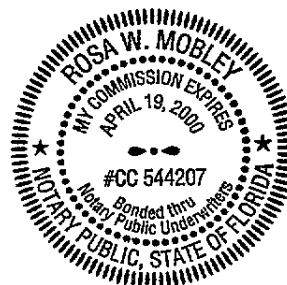
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared:

Ginger Forte
Irish Miller
James Bennett

to me well known to the persons described in the foregoing Articles of Incorporation as subscribers and who executed the foregoing Articles of Incorporation and acknowledge before me that they subscribed to same.

Rosa W. Mobley
NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

COLOR
LIVING[↑] PERFORMING ARTS, INC.,
(must include suffix)

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98 DEC 29 PM 12:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

GINGER FORTE
(NAME)

1116 BALL STREET
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PLANT CITY, FLORIDA 33566
(CITY/STATE/Zip)

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.

Ginger Forte
(SIGNATURE)

12-17-98
(DATE)