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February 8, 1999

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

Re: Articles of Incorporation of
SUNRISE THEATRE, INC.

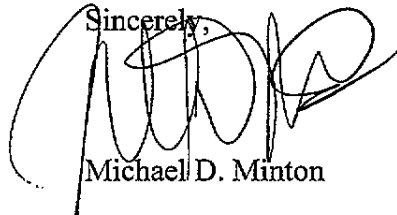
Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation of Sunrise Theatre, Inc. for filing with your office and a check in the amount of \$78.75 to cover the filing fee, registered agent fee and certified copy fee.

If you have any questions regarding the enclosed, please feel free to contact me.

With best regards, I remain

Sincerely,



Michael D. Minton

MDM/ew

Enclosure

cc: Edward Conroy
Doris Tillman
M. HOROWITZ, ESQ.

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AUTHORIZATION BY PHONE TO
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DATE 2/15/99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNRISE THEATRE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be SUNRISE THEATRE, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 117 S. 2nd Street, Ft. Pierce, FL 34950. The mailing address of the Corporation shall be 106 S. Depot Drive, Ft. Pierce, FL 34950.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to:

1. Redevelopment and restoration of the historic Sunrise Theatre, located in downtown Fort Pierce, Florida, as a multi-use performing art center;

2. Enhance cultural arts and events and provide facilities for local community theatrical, performing arts and other similar events that might be staged in a 1200 seat theatre;

3. Operating the Sunrise Theatre upon restoration as a multi-use performing art center in order to enhance the cultural, educational and learning opportunities for members of the community and to promote redevelopment of downtown Ft. Pierce; and

4. To carry on such other activities that may be deemed necessary to promote, organize, sponsor and carry on events at the Sunrise Theatre in order to achieve the foregoing.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall

not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

A. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

B. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

D. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - ELECTION OF DIRECTORS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws.

The Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE V - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 106 S. Depot Drive, Ft. Pierce, Florida, 34950, and the name of the initial registered agent of this Corporation at that address is Doris Tillman. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Edward Conroy	117 S. 2 nd Street Ft. Pierce, FL 34950

ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated

exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

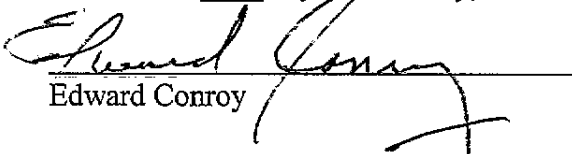
ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION


This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Ft. Pierce, Florida, this 4 day of February, 1999.


Edward Conroy

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


Doris Tillman
Date: February 4, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA