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JAN 27 2019  
AM 8:44  
CLERK OF SUPERIOR COURT

JAN 28 2019  
CLERK OF SUPERIOR COURT

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Palm Beach Institute for the Entertainment Arts, Inc.

DOCUMENT NUMBER: N99000001251

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donna M. Carbone

(Name of Contact Person)

Palm Beach Institute for the Entertainment Arts, Inc.

(Firm/ Company)

427 Capistrano Drive

(Address)

Palm Beach Gardens, Florida 33410

(City/ State and Zip Code)

donna.carbone@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna M. Carbone

561

385-1584

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|---|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

20 JAN 27 AM 8:44  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
CLERK OF STATE  
VICTOR OF CORPORAATION

20 JAN 27 AM 8:44

Burt Reynolds Institute for Film and Theatre, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N99000001251

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Palm Beach Institute for the Entertainment Arts, Inc.

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

427 Capistrano Drive

Palm Beach Gardens, Florida 33410

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

427 Capistrano Drive

Palm Beach Gardens, Florida 33410

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Donna M. Carbone

427 Capistrano Drive

(Florida street address)

New Registered Office Address:

Palm Beach Gardens

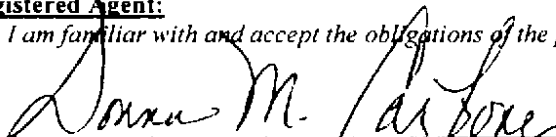
(City)

Florida 33410

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*



Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>CH</u>	<u>Douglas Rill</u>	<u>Post Office Box 264</u>
<input type="checkbox"/> Add			<u>Jupiter, Florida 33458</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>TD</u>	<u>James Bearden</u>	<u>445 E. Palmetto Park Road</u>
<input type="checkbox"/> Add			<u>Boca Raton, Florida 33432</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>D</u>	<u>Bob Nichols</u>	<u>28 Thurston Drive</u>
<input type="checkbox"/> Add			<u>Palm Beach Gardens, Florida 33411</u>
<input checked="" type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>CH</u>	<u>Barry Kramer</u>	<u>427 Capistrano Drive</u>
<input checked="" type="checkbox"/> Add			<u>Palm Beach Gardens, Florida 33410</u>
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change	<u>D</u>	<u>Michael K. Carbone, DC</u>	<u>427 Capistrano Drive</u>
<input checked="" type="checkbox"/> Add			<u>Palm Beach Gardens, Florida 33410</u>
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change	<u>D</u>	<u>Mark Risher</u>	<u>427 Capistrano Drive</u>
<input checked="" type="checkbox"/> Add			<u>Palm Beach Gardens, Florida 33410</u>
<input type="checkbox"/> Remove			

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

PLEASE SEE ATTACHED AMENDED.

ARTICLES OF INCORPORATION

November 8, 2019

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

November 20, 2019

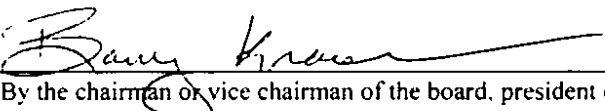
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated November 20, 2019 \_\_\_\_\_

Signature  \_\_\_\_\_  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Barry Kramer  
\_\_\_\_\_  
(Typed or printed name of person signing)

Chairman  
\_\_\_\_\_  
(Title of person signing)

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**BURT REYNOLDS INSTITUTE FOR FILM AND THEATRE, INC.**  
**A Florida not-for-profit corporation**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, Burt Reynolds Institute for Film and Theatre, Inc., a Florida not-for-profit corporation (formerly known as Burt Reynolds Museum, Inc.) originally incorporated on September 26, 1999 (Document Number N99000001251), does hereby certify that: these Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors on November 8, 2019, at a duly noticed meeting at which a quorum of such Board of Directors was present and voting, and there are no members or members entitled to vote on this amendment and restatement, and the Corporation hereby amends and restates its Articles of Incorporation to read as follows:

**ARTICLE I -**  
**Name**

The name of the Corporation is currently BURT REYNOLDS INSTITUTE FOR FILM AND THEATRE, INC. (the "Corporation"). The new name of the Corporation pursuant to these Amended and Restated Articles of Incorporation shall be **PALM BEACH INSTITUTE FOR THE ENTERTAINMENT ARTS, INC.**

**ARTICLE II -**  
**Address**

The mailing address and the street address of the principal office of the Corporation is 427 Capistrano Drive, Palm Beach Gardens, Florida 33410.

**ARTICLE III -**  
**Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE IV -**  
**Purpose**

The Corporation shall engage exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; including, specifically, without limitation, activities that are intended to advance and enhance the knowledge of the entertainment industry in all its forms and to involve the community in all aspects of film, television, theater arts, and creative writing. The corporation may do any other

act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in the Act, or any successor provisions thereto.

#### **ARTICLE V - Registered Agent and Registered Office**

The street address of the registered office of the Corporation is 427 Capistrano Drive, Palm Beach Gardens, Florida 33410, and the name of the registered agent of the Corporation at that address is DONNA CARBONE.

#### **ARTICLE VI - Exempt Status**

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any limiting the foregoing, the corporation shall have those powers granted by the Act.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not 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. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.



(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative two-thirds vote of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the corporation, the following provisions shall apply for the period in which the corporation is so deemed:

(i) The corporation shall distribute the income of each taxable 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 Internal Revenue Code.

(ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative majority vote of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

## **ARTICLE VII - Indemnification**

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation and as to whom the corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted

prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

#### **ARTICLE VIII - Restatement**

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

#### **ARTICLE IX - Amendment of Articles**

These Articles of Incorporation may only be amended after approval by the Board of Directors.

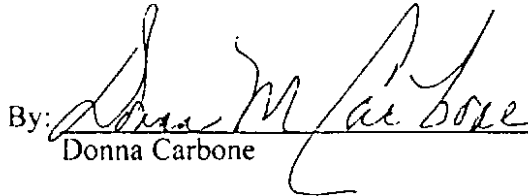
**IN WITNESS WHEREOF** the undersigned has executed these Articles as of the  
20<sup>th</sup> day of Nov, 2019.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Barry Kramer, Chairman

*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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Date: Nov 20, 2019

By:   
Donna Carbone