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## Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

## FLORIDA NON-PROFIT CORPORATION

CLEMATIS THEATER SERIES, INC.

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ARTICLES OF INCORPORATION OF

CLEMATIS THEATER SERIES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

a Florida not-for-profit corporation

The undersigned, for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

#### ARTICLE I

(A) The name of the corporation is the Clematis Theater Series, Inc., a Florida not-for-profit corporation.

(B) The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

(C) The principal office of the corporation will be located at 201 Clematis Street, West Palm Beach, Florida 33401.

(D) The Registered Agent of the corporation is Frank Sugrue, 201 Clematis Street, West Palm Beach, Florida 33401.

(E) The mailing address of the corporation is 201 Clematis Street, West Palm Beach, Florida 33401.

#### ARTICLE II

The purpose for which this not-for-profit corporation is formed and objectives to be carried on and promoted by it, are as follows:

(A) This corporation is organized for the purpose of promoting the cultural arts, and such other lawful purposes for which corporations may be incorporated under Chapter 617 of the Florida Statutes governing not-for-profit corporations.

(B) The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

(C) Notwithstanding any other provision of these Articles of Incorporation, the purposes for which the corporation is organized are exclusively charitable and the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue Law.

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(D) The Corporation shall serve only such purposes and functions and shall engage only in such services as are consonant with the purposes set forth in this Article II and as are exclusively charitable and are entitled to exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

### ARTICLE III

The number of Directors of the corporation shall be not less than three (3) and shall be elected by the members of the corporation. Directors need not be members. The number of Directors may be increased or decreased as set forth in the By-laws of the corporation, as said By-laws may be amended from time to time by the affirmative vote of a majority of the Directors of the corporation, but at no time shall the number of Directors of the corporation be less than three (3).

The current directors are set forth below:

<u>Name</u>	<u>Address</u>
Frank Sugrue	201 Clematis Street West Palm Beach, FL 33401
Karen Poindexter	201 Clematis Street West Palm Beach, FL 33401
Joanna Datillo	160 Commonwealth Ave. Boston, MA 02116

The officers of this corporation, as provided by the Bylaws of the corporation, shall be elected by the Directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the corporation at the annual meeting for terms of one (1) year.

### ARTICLE IV

The annual meeting of the Board of Directors governing this corporation shall be held in accordance with the Bylaws.

### ARTICLE V

These Articles of Incorporation may be amended by a majority vote of the Directors at any regular meeting, or any special meeting called for this purpose, after first giving at least ten (10) days notice to the Directors.

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#### ARTICLE VI

The Bylaws of the corporation shall be adopted by the Directors and may be amended from time to time by a majority vote of the Directors present and voting at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

#### ARTICLE VII

Upon dissolution of the corporation, other than incident to a merger or consolidation of the corporation into or with a not-for-profit corporation, association or trust, or other organization devoted to such similar purpose which is exempt as an organization described in Sections 501(c)(3) of the Code, or corresponding sections of any prior or future law, the operations of the corporation shall be discontinued, liquidated and wound-up. Upon dissolution, liquidating and winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for educational or other charitable purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such exempt organization or organizations as such Court shall determine.

#### ARTICLE VIII

The name and address of the initial incorporator is as follows:

Oren S. Tasini, Esq.  
11780 U.S. Highway One, Suite 300  
North Palm Beach, FL 33408

IN WITNESS WHEREOF, the undersigned incorporator has this 31st day of March, 1999, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

  
\_\_\_\_\_  
Oren S. Tasini, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid corporation. We are familiar with, and accept the obligations of, Section 617.0501 of the Florida Statutes.

  
Frank Sugrue

ACKNOWLEDGMENT

STATE OF FLORIDA


SS:

COUNTY OF PALM BEACH

BEFORE ME personally appeared Frank Sugrue: ☐ who produced the following identification \_\_\_\_\_; ☒ who is personally known to me; and who acknowledged before me that he is the person described in and who executed the foregoing Acceptance by Registered Agent, and that he executed the same as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 31st day of March, 1999.

SEAL:

 Oren S. Tasini  
My Commission CC720084  
Expires February 26, 2002

  
Notary Public

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Prepared By: Oren S. Tasini, Fla. Bar Number 0766097  
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