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TRANSMITTAL LETTER

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

100002821671--0
-03/29/99-01082-003
*****78.75 *****78.75

SUBJECT: The Stage Theatre, Inc.
(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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Stuart E. Smith
Name (Printed or typed)

1442 Anglers Drive, NE
Address

Palm Bay, FL 32905
City, State & Zip

(407) 733-7587
Daytime Telephone number

99 MAR 29 PM 1:57
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Articles of Incorporation

Of

The Stage Theatre, Inc.

(a corporation not for profit incorporated under the laws of the State of Florida)

The undersigned incorporators, all of whom are citizens of the State of Florida and are at least twenty-one (21) years of age, meeting on the 27th day of March, 1999 for the purpose of forming a perpetual corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: The Stage Theatre, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5115 S. A1A Hwy, suite 104, Melbourne Beach, FL 32951.

ARTICLE III PURPOSES AND ACTIVITIES

The corporation is organized exclusively for charitable, cultural and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501 c (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

The corporation may engage in all activities incidental to or in furtherance of those purposes, except as restricted herein. It shall comply with the laws, rules and regulations set forth in and promulgated pursuant to the most recent Internal Revenue Code (hereinafter "the Code") and applicable to organizations described in section 501 c (3), to which contributions are deductible under section 170 c (2), thereof.

To the extent required by section 508 e (1) of the Code, the corporation:

(a) shall distribute its income for each taxable year at such time(s) and in such manner(s) as not to become subject to tax on undistributed income imposed by section 4942 of the Code;

- (b) shall not engage in any act of self-dealing as defined in section 4941 (d) of the Code;
- (c) shall not retain any excess business holdings as defined in section 4943 (c) of the Code;
- (d) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code; and
- (e) shall not make any taxable expenditure as defined in section 4945 (d) of the Code.

The corporation shall issue no stock and its net earnings shall be devoted exclusively to charitable, cultural, and educational purposes, and no part thereof shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and expenses incurred on its behalf, and may otherwise make payments and distributions in furtherance of its purposes.

Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities, shall arrange for the distribution of all remaining assets in such a manner(s) as is consistent with the corporation's purposes and with applicable provisions of law, either by direct distribution or by distribution to one or more organizations organized and operated exclusively for cultural or educational purposes as shall at the time qualify as tax-exempt under section 501 c (3) of the Code.

The specific purposes for which the corporation is organized are (a) to promote excellence in live theater, (b) to form a professional acting company to provide regional theater for the community at large, and (c) to provide an enhanced cultural and professional environment for Brevard County, its citizens, and the surrounding community.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Directors shall serve in perpetua unless they resign or are removed for cause by unanimous vote of the other Directors. New Directors shall be elected by unanimous vote of the existing Directors. Initial Directors shall be the Incorporators plus Louise E. Goetz.

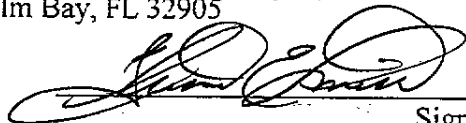
ARTICLE V INITIAL REGISTERED AGENT & STREET ADDRESS

The name and Florida street address of the initial registered agent are:
Stuart E. Smith
1442 Anglers Drive NE,
Palm Bay, FL 32905

ARTICLE VI INCORPORATORS

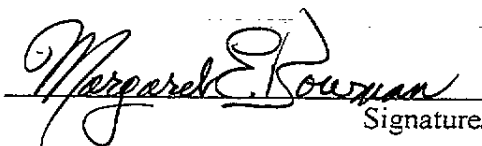
The names and addresses of the Incorporators to these Articles of Incorporation are:

Stuart E. Smith
1442 Anglers Drive NE,
Palm Bay, FL 32905



Signature/Incorporator

Margaret E. Bowman
5115 S. A1A Hwy, suite 204
Melbourne Beach, FL 32951



Signature/Incorporator

Robert M. Bowman
5115 S. A1A Hwy, suite 204
Melbourne Beach, FL 32951



Signature/Incorporator

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.



Signature/Registered Agent

5/27/99
Date

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