

N99000002163

Susan Braun

2030 Park Avenue, #G15 Miami Beach, FL 33139 (305) 538-2237

April 2, 1999

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

Dear Sir or Masdam:

Enclosed please find the Articles of Incorporation and the Acceptance of the Registered Agent for ACT / Classic Children's Theater Project, Inc. Also enclosed is a check for \$70.00.

Sincerely,



Susan Braun

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-04/05/99--01146--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials and date: 4-8-99

**Articles of Incorporation  
of  
ACT / The Classic Children's Theater Project, Inc.**

In compliance with the requirements of the State of Florida and Florida Statutes Chapter 617, the undersigned have associated themselves for the purpose of forming a not-for-profit corporation and do hereby certify as follows:

**ARTICLE I -- NAME**

The name of this corporation: **ACT / The Classic Children's Theater Project, Inc.**

**ARTICLE II -- ADDRESS**

The street address of the principal office and the mailing address of the corporation is:  
2035 Washington Avenue, #15, Miami Beach, FL 33139.

**ARTICLE III -- PURPOSE**

The primary purpose of this not-for-profit corporation is the development, production, promotion and presentation of theater, musicals, film, video, documentaries, computer-generated animation and all other media forms of artistic expression for the cultural enrichment of children.

**ARTICLE IV -- MEMBERSHIP**

The membership of this corporation shall be open to all persons who are found to be interested in the purposes and goals of this corporation and its related activities.

All applicants shall receive membership if their interest adheres to the by-laws, rules and regulations of the corporation.

**ARTICLE V -- BOARD OF DIRECTORS & MANAGEMENT**

The matters and concerns of this corporation shall be managed by a Board of Directors consisting of ten (10) directors. The number of directors may be increased or decreased from time to time, in accordance with the by-laws adopted by the Board of Directors, but shall never be less than three (3). The names and addresses of the initial Board of Directors are:

Susan Braun	2030 Park Avenue, #G15, Miami Beach, FL 33139
Vivian Nosti	1615 SW 40th Avenue, #2, Coral Gables, FL 33134
Susan Tiffany	863 Washington Avenue, Miami Beach, FL 33139
Jonathan Weiss	3530 Pine Tree Drive, Miami Beach, FL 33139
Melissa Yorty	150 NE 45th Street, Miami, FL 33137
Tracey Sager	81 Gage Road, East Brunswick, New Jersey 08816
Lila Silversmith	20200 West Country Club, Aventura, FL 33180
Matthew Rosen	345 East 93rd Street, #19A, New York, NY 10128
Jeff Braun	104 Green Way, Allendale, New Jersey 07401
Dina Braun	104 Green Way, Allendale, New Jersey 07401

All members of the Board of Directors shall be members in good standing. At the first meeting of the Board of Directors, following the first annual meeting of the members, the Board of Directors may elect from among its members a Chairman of the Board who may also be elected to serve, but shall not be required to be the President of the corporation. The Board of Directors may hire management to run the day-to-day operations of the corporation.

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TALLAHASSEE, FLORIDA

#### **ARTICLE VI -- OFFICERS**

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The election of offices shall take place by annual ballot of members of the Board.. Term shall be one year.

#### **ARTICLE VII -- BY-LAWS AND AMENDMENTS**

The by-laws shall be adopted by the initial Board of Directors. Amendments to the Articles may be proposed by any member of the Board, or by any active member of the corporation. Every amendment shall be approved by a three/fourths majority of the Board.

#### **ARTICLE VIII -- DURATION**

This corporation shall exist in perpetuity.

#### **ARTICLE IX -- DISSOLUTION**

In the event of the dissolution or liquidation of this corporation, all of its remaining assets and property shall be distributed exclusively to a not-for-profit organization with similar purposes, activities and goals.

#### **ARTICLE X -- INDEMNITY**

The corporation shall indemnify any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including but not limited to, amounts paid upon judgments, counsel fees, and amounts paid in settlement in connection with the defense or settlement of any claim, action, or proceeding in which they by reason of having been or being directors or officers of the corporation, except in such cases wherein the director or officer is adjudged guilty of willful transgression or malfeasance in the performance of his or her duties.

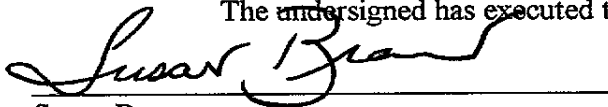
#### **ARTICLE XI -- LIMITATIONS**

The corporation shall engage only in activities that further its purpose and goals, and conform to the requirements of Section 501 (c) (3) of the Internal Revenue Code, Florida Statutes Chapter 617 governing not-for-profit organizations, and the regulations set forth herein.

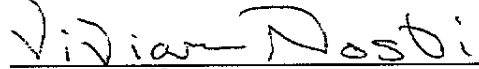
No part of the net earnings of this corporation shall inure to the benefit of any member, director or officer of the corporation, or to any private individual or entity except that reasonable compensation may be paid for services rendered to, for or on behalf of the corporation in connection with the corporation's pursuit of its purposes.

#### **ARTICLE XII -- SUBSCRIBERS**

The undersigned has executed these Articles on the 2 day of April 1999.



Susan Braun  
2030 Park Avenue, #G15  
Miami Beach, FL 33139



Vivian Nosti  
1615 SW 40th Avenue, #2  
Coral Gables, FL 33134

## ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts the responsibilities as the registered agent of ACT / The Classic Children's Theater Project, Inc., a not-for-profit corporation and hereby consents to accept service of process for the above stated company at the following address:

Susan Braun  
2030 Park Avenue, #G15  
Miami Beach, FL 33139

The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Susan Braun  
Registered Agent

**FILED**  
99 APR -5 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA