



SWANSON & SPERLING, P.A.

Cynthia Stump Swanson
Sharon T. Sperling

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N99 00000 3159

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/12/98--01055--019
*****70.00 *****70.00

Re: RJ Leopold & Associates, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the amount of \$70.00 for payment of the following fees:

Filing Fee	\$	35.00
Registered Agent Designation		35.00

Thank you for your cooperation in filing these Articles.

Sincerely,

Cynthia Stump Swanson

CSS/hap
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 21, 1999

CYNTHIA STUMP SWANSON
SWANSDON & SPERLING, P.A.
500 E. UNIVERSITY AVE., STE. C
GAINESVILLE, FL 32601

SUBJECT: RJ LEOPOLD & ASSOCIATES, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P98000053464) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N99000003159 with the original file date of June 12, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Sharon L. Philman
Document Specialist Supervisor
New Filings Section

Letter number: 599A00028210

ARTICLES OF INCORPORATION
OF

RJ LEOPOLD & ASSOCIATES, INC.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is RJ Leopold & Associates, Inc. The place where this corporation shall be located and where it shall conduct its business and affairs shall be at 10506 N.W. 61st Terrace, Alachua, FL 32615, and/or any other place as may be deemed necessary by the Board of Directors.

ARTICLE II - OBJECTS

The general nature of the objects and purposes proposed to be promoted, conducted and carried on by this corporation are:

- (a) To foster and facilitate the preservation of the Arts;
- (b) To educate the community on the purpose and value of cultivating and supporting new theatrical art and artists.
- (c) RJ Leopold and Associates, Inc. is committed to taking risks on new theatrical works from emerging artists. We intend to cultivate, preserve and present new works that explore contemporary yet, universal themes. We are committed to pursuing an open positive and collaborative process that creates the optimum environment to test new work. We are confident in presenting these works with the highest production values possible.

ARTICLE III - MEMBERSHIP

Membership in this corporation shall consist of any persons who are committed to the objects mentioned above. Persons shall become members in the manner set by the Bylaws.

ARTICLE IV - TERM

This corporation shall have perpetual existence.

ARTICLE V - OFFICERS

The officers of this corporation, who shall manage and conduct the affairs thereof, shall be the President, Secretary and Treasurer. The officers and directors of this corporation shall

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be chosen in the manner prescribed by the Bylaws, and shall hold office for the period specified in said Bylaws, or until their successors are duly chosen and qualified.

ARTICLE VI - FIRST OFFICERS

The names of the officers who are to manage all of the affairs of this corporation until the first annual selection or until their successors shall have become duly chosen and qualified are as follows:

President:	Maryann Lombardi
Secretary:	Maryann Lombardi
Treasurer:	Maryann Lombardi

ARTICLE VII - DIRECTORS

There shall be three directors of this corporation. The officers of the corporation shall automatically be directors.

ARTICLE VIII - FIRST DIRECTORS

The first directors of the corporation are listed below. Subsequently, directors shall be elected as provided in the Bylaws.

Maryann Lombardi

ARTICLE IX - BYLAWS

The Board of Directors is authorized to make, alter, amend and rescind the by-laws of the corporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - DISSOLUTION

Upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

ARTICLE XIII - INDEMNIFY OFFICERS

(a) The corporation shall indemnify its officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connections with any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, brought against such officer or director by reason of any action taken by such officers or directors, if such action was taken in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful.

(b) Any indemnification hereunder shall be only on a determination by a majority of disinterested members of the Board of Directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction, a upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the application standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to any indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution of agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of members of the Corporation.

(e) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provision of these Articles of Incorporation, or under law.

ARTICLE XIV - INITIAL REGISTERED AGENT AND OFFICE / INCORPORATOR

The corporation names the following person as its registered agent to accept service of process within this state, and the following as its registered office:

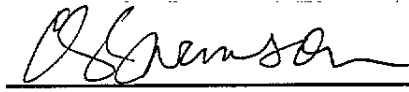
Cynthia Stump Swanson
500 E. University Avenue, Suite C
Gainesville, FL 32601

ACKNOWLEDGMENT: Having been named to accept service of process for the above named corporation, at the place designated herein, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open the registered office.



CYNTHIA STUMP SWANSON
Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of June, 1998.



CYNTHIA STUMP SWANSON, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CYNTHIA STUMP SWANSON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced as identification personally known and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of June, 1998.


NOTARY PUBLIC, State of Florida

My commission no.: _____

My commission expires: _____



HEIDI A PRESCOTT
My Commission CC376060
Expires May. 30, 1998
Bonded by HAI
800-422-1565

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