

TRANSMITTAL LETTER

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

90000029657

900001419639  
-03/02/95--01093--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: LORD OF THE ARTS PRODUCTIONS, 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

FROM: VICKI M. DEARING, ESQUIRE  
Name (printed or typed)  
11 N. 4th St.  
Address  
MACCLENNY, FL 32063  
City, State & Zip  
(904) 259-9595  
Daytime Telephone number

*if non-profit (must  
state it in articles)  
- needs (3)  
directors*

*605-21769*

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

*3/3/95*  
*Here are  
pages  
missing  
from your  
articles*  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 3, 1995

VICKI M. DEARING ESQ.  
11 NO. 4TH STREET  
MACCLENNY, FL 32063

SUBJECT: LORD OF THE ARTS PRODUCTIONS, INC.  
Ref. Number: W95000004768

We have received your document for LORD OF THE ARTS PRODUCTIONS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

I BELIEVE THERE ARE PAGES MISSING FROM YOUR ARTICLES.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

You must list at least one incorporator with a complete business street address.

The document must state the number of shares of authorized stock.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 595A00009610



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 13, 1995

LORD OF THE ARTS PRODUCTIONS, INC.  
11 NO. 4TH STREET  
MACCLENNY, FL 32063

RECEIVED  
MAR 17 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for LORD OF THE ARTS PRODUCTIONS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please refer to chapter 617, Florida Statutes, or state the corporation is not-for-profit in your articles of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 695A00011056

**ARTICLES OF INCORPORATION**  
**OF**  
**LORD OF THE ART PRODUCTIONS, INC.**

The undersigned incorporators, for the purpose of forming a corporation pursuant to the provisions of the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I.**

**NAME**

The name of the Corporation shall be:

Lord of the Art Productions, Inc.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The principle place of business and mailing address of this corporation shall be:

5042 Timuquana Rd.  
Jacksonville, FL 32210

**ARTICLE III.**

**DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV.**

**PURPOSES**

The purposes for which the Corporation is organized are:

The corporation shall be non-profit and will endeavor to bring Arts to churches in Drama, Music, Sacred Dance, Mimes, Puppets and Clowns. The corporation will teach these disciplines to the artists so that they can share their faith. To organize and promote Christian talent and sponsor productions for the community, schools and other groups. As an christian educational facility, we are not in business to make a profit but to spread the gospel of Jesus Christ. To do any and all of the things incidental or conducive to the attainment of the objects and purposes of this Corporation, to the same attainment of natural persons might or could do and in any part of the world as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, partnership, corporation or any entity of whatsoever

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAN 17 1973

kind, and to do any and all such acts of things and to have and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may now or hereafter be applicable or available to this Corporation.

The foregoing clauses, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

#### **ARTICLE V.**

##### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

Vicki M. Dearing, Esquire  
5012 Ortega Blvd.  
Jacksonville, FL 32210

#### **ARTICLE VI.**

##### **DIRECTORS**

The number of directors constituting the initial Board of Directors shall be three. Thereafter, the number of directors shall be fixed in the manner provided in the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The address of each person who is to serve as a director until the first annual meeting of Directors or until his/her successor shall be elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey Allen Watton	5012 Timuquana Rd.
Aleta Joy Watton	Jacksonville, FL 32210
Jim Cooke-Dew	

#### **ARTICLE VII.**

##### **INCORPORATOR**

The name address of the incorporator is as follows:

Vicki M. Dearing, Esq.	5012 Ortega Blvd.
	Jacksonville, FL 32210

## **ARTICLE VIII.**

### **BOARD OF DIRECTORS**

#### **A. Powers**

Except as may be otherwise provided by law or in these Articles of Incorporation, all corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the following powers:

(1) The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the members, or either of them, provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw establishing what constitutes a quorum at member's meeting or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed solely by the action of the Board of Directors.

(2) To fix and determine and to vary the amount of working capital of the Corporation. To determine the proper use of profits and where said profits are to be utilized for the benefit of the corporation.

(3) To take any action required or permitted to be taken by the Board of Directors at a meeting without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors.

(5) To ratify and approve any action taken by or on behalf of the Corporation's employees, agents, officers, directors of any other party, and, upon such ratification and approval, any such actions so taken shall be effective for and as the act of the Corporation as though such act had been adopted and approved by the Board of Directors at the time such action was taken. The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

#### **B. Conflicts of Interest**

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or

transaction is fair and reasonable to the Corporation and if either:

(1) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(2) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

#### **ARTICLE VIIII.**

##### **POWERS OF PRESIDENT TO EXECUTE DOCUMENTS**

The President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the Corporation, and the Secretary or any Assistant Secretary shall have authority to affix such seal to instruments requiring it, and to attest the same.

#### **ARTICLE X**

##### **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceedings, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he or she was a director, officer, employee or agent of the Corporation, or is or was serving at the request for the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,

create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or complete claim, action or suit by or in the right of the Corporation, or is or was serving at the request of the Corporation as a officer, director, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding or in any defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

D. Any indemnification under paragraphs A. and B. of this ARTICLE X (unless ordered by court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs A. and B. of this ARTICLE X. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

E. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in

paragraph D. of this ARTICLE X upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this ARTICLE X.

F. The indemnification authorized in and provided by this ARTICLE X shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, vote of members, or disinterested directors, or otherwise, both as to the action in his official capacity and as to the action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XI.

##### SUBSEQUENTLY ADOPTED CORPORATION LAWS

Any and every statute of the State of Florida hereinafter enacted whereby the rights, powers and privileges of the members of not for profit corporations organized under the general laws of the State of Florida are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all the members of any such corporation, shall apply to this Corporation and every member thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

#### ARTICLE XII.

##### AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and members herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of a majority of the members.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed her name to and thus executed these Articles of Incorporation on this the 7<sup>th</sup> day of March, 1994.S

Vicki M. Dearing  
Vicki M. Dearing, Esquire

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-  
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

FILED  
MAR 17 AM 7:28  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

1. The name of the corporation is: LORD OF THE ARTS PRODUCTIONS, INC.

2. The name and address of the registered agent and office is:

VICKI M. DEARING

(Name)

5012 ORTEGA BLVD.

(P.O. Box not acceptable)

JACKSONVILLE, FL 32210

(City/State/Zip)

*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.*

Vicki M. Dearing  
(Signature)

2/8/95  
DATE