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August 25, 1998

Office of Sandra Mortham,  
Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32299

Re: Articles of Incorporation of Second Stage Productions, Inc.

Dear Sir or Madam:

Enclosed filing please find the original and one copy of the Articles of Incorporation of Second Stage Productions, Inc., and the Certificate of Designation of Registered Agent and Agent's Acceptance. Also enclosed is a check in the amount of \$131.25 for the filing fee, fee for certified copy, and certification fee

Please file the Articles and return confirmation of filing with certified copies of the Articles to this office.

Thank you very much.

Very truly yours,

*Pamela Dru Sutton*  
Pamela Dru Sutton

PDS/hs  
Enclosures: as stated.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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D. BROWN AUG 28 1998

**ARTICLES OF INCORPORATION  
OF  
SECOND STAGE PRODUCTIONS, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned hereby subscribes, acknowledges and files this Certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation shall be SECOND STAGE PRODUCTIONS, INC.

**ARTICLE II. DURATION**

This corporation shall have perpetual existence.

**ARTICLE III. GENERAL PURPOSE**

The general purposes for which the corporation is organized are:

- To build and operate a performing arts center in South Walton County;
- To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act;
- To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which this corporation is authorized to issue is 100 shares of common stock having a par value of \$1.00 each, making a total authorized capital stock of \$100.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address and the principal office of this corporation both are 2343 Cincinnati Ave, Panama City, FL 32405, and the name of the initial registered agent of this corporation at that address is James Ronald Holman.

**ARTICLE VI. BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The By-Laws of the corporation shall provide for the increase in the number of directors as is authorized by

the laws of the State of Florida. The corporation shall be run by the Board of Directors, which shall also have the authority to conduct corporate business.

#### **ARTICLE VII. INITIAL DIRECTOR**

The name and post office address for the initial member of the Board of Directors are:

JAMES RONALD HOLMAN                      P.O. Box 852  
Panama City, FL 32402

#### **ARTICLE VIII. INCORPORATORS**

The name and address of the person signing these Articles of Incorporation are:

JAMES RONALD HOLMAN                      P.O. Box 852  
Panama City, FL 32402

#### **ARTICLE IX. AMENDMENTS**

These Articles of Incorporation may be amended. All amendments shall be adopted in a fashion consistent with the laws of the State of Florida by a record vote in favor thereof by the holders of not less than 75% of the outstanding stock of the corporation and in a manner consistent with the By-Laws of the corporation.

The power to adopt By-Laws of this corporation and to amend or repeal any By-Laws shall be vested in the Board of Directors of this corporation, provided, however, that any B-Law amendment thereto as adopted by the Board of Directors may be amended or repealed by a vote in favor thereof by the holders of not less than 75% of the outstanding stock of this corporation.

The By-Laws of this corporation shall be for the government of the corporation and may contain any provision or requirement for the management or conduct of the affairs of the business of the corporation, provided the same are consistent with the provisions of these Articles of Incorporation and with the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the law of the State of Florida, this 25<sup>th</sup> day of August, 1998.

  
JAMES RONALD HOLMAN

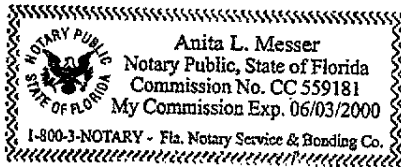
STATE OF FLORIDA  
COUNTY OF BAY

Before me, the undersigned authority, personally appeared JAMES RONALD HOLMAN, who is personally known to me or who has produced FL Drivers license 4455-456-47-402-0 as identification and who executed the foregoing Articles of Incorporation and acknowledge before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State last named above this 25 day of August, 1998.

Anita L. Messer  
NOTARY PUBLIC  
Anita L. Messer  
(Print)

My commission expires:



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is SECOND STAGE PRODUCTIONS, INC.
2. The name of the registered agent and office are:  
JAMES RONALD HOLMAN  
2343 Cincinnati Avenue  
P.O. Box 852  
Panama City, FL 32402

**ACCEPTANCE**

Having been named as Registered Agent 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.

  
REGISTERED AGENT

DATE

Aug. 25, 1998