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**TRANSMITTAL LETTER**

FILED  
02 OCT 21 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-10/21/02--01020--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Subject: Alive Creations, Inc.**  
(Proposed Corporate Name)

**Enclosed is an original and one (1) copy of the Articles of Corporation  
and a check for \$78.75 for the Filing Fee & Certificate of Status.**

**From: Casey Johnson**  
**145A Springwood Circle**  
**Longwood, FL 32750**  
**407-694-5537**

*Robert*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ALIVE CREATIONS, INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation not for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be Alive Creations, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this Corporation shall be 145A Springwood Circle Longwood, FL 32750.

**ARTICLE III - PURPOSE**

The purpose for which the Corporation is organized is to engage for operation as a film creation and customized video reproduction establishment for the engaging arts of ministry as permitted and under the laws of the United States and the State of Florida. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE IV - MANNER OF ELECTION**

The manner in which the Directors are elected or appointed is as follows:

- A. The initial number of Directors of this Corporation shall be three (3).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of this Corporation. In no event, however, shall the number of Directors be less than one (1).
- C. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the remaining Directors of this Corporation at their next annual meeting or at a special meeting called for the propose of filling such vacancies.
- D. Any Director may be removed from office by the Chairman of the Board at any annual or special meeting of the Directors for this Corporation, for any cause deemed sufficient by the Chairman of the Board.

**ARTICLE V - DIRECTORS / OFFICERS**

The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of this Corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u>   | <u>Address</u>                                    |
|---------------|---|
| Casey Johnson | 145A Springwood Circle<br>Longwood, Florida 32750 |
| James Li      | 145A Springwood Circle<br>Longwood, Florida 32750 |
| Jeff Lisech   | 145A Springwood Circle<br>Longwood, Florida 32750 |

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent of this Corporation is Casey Johnson at 145A Springwood Circle Longwood, Florida 32750.

**ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

Casey Johnson  
145A Springwood Circle  
Longwood, Florida 32750

**ARTICLE VIII - EFFECTIVE DATE**

The effective date upon which this Corporation shall come into existence shall be as of the date of the filing of these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

### **ARTICLE IX - DIRECTOR'S COMPENSATION**

- A. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorized and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- B. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

### **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify each of its officers and directors, whether or not then in office, and their executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by them, including, but not limited to attorneys' fees, in connection with the defense of any litigation, administrative procedure or suit to which they may have been made a party because they were or were a director or an officer of the Corporation. They shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the Corporation for negligence or misconduct in the performance of their duties. The right to indemnity for expenses settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

### **ARTICLE XI - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Chairman, and approved at a meeting, unless all the Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

### **ARTICLE XII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws of this Corporation shall be vested in the Chairman of the Board for this Corporation; provided, however, that any Bylaws adopted by the Directors which are inconsistent with any Bylaws adopted shall be void, and the Directors may not alter, amend or repeal any Bylaws adopted by the Chairman.

### **ARTICLE XIII - CONFLICT OF INTEREST**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry or any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE XIV - DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ACCEPTANCE BY INCORPORATOR**

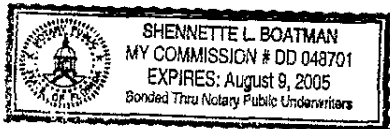
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of ~~August~~ <sup>September</sup>, 2002.

x *Casey Johnson*  
Casey Johnson

STATE OF FLORIDA  
COUNTY OF Sevinole

The foregoing instrument was acknowledged before me this 9 day of ~~August~~ <sup>September</sup>, 2002, by Casey Johnson as Incorporator of Alive Creations, Inc., a Florida not for profit corporation, who is personally known to me.

*File # 525-116-71-055-0*



*Shennette L. Boatman*  
Notary Public, State of Florida  
My Commission Expires:  
Aug 9, 2005

**ACCEPTANCE BY REGISTERED AGENT**

I HEREBY having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 9 day of ~~August~~ <sup>September</sup>, 2002.

x *Casey Johnson*  
Casey Johnson

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