

N96000000676

Lawrence Corning
(Requestor's Name)

528 Alchematis Street
(Address)

West Palm Beach, Fla. 33411
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

00789, 00615, 00671

w96-2343

SN JAN 31 1996

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1996

LAWRENCE CORNING
528A CLEMATIS ST.
WEST PALM BEACH, FL 33401

SUBJECT: THE WEST PALM BEACH FILM FESTIVAL, INC.
Ref. Number: W9600002343

We have received your document for THE WEST PALM BEACH FILM FESTIVAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 296A00004221

ARTICLES OF INCORPORATION
of
The West Palm Beach Film Festival, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name and Duration

The name of this corporation is The West Palm Beach Film Festival, Inc. (the "Corporation"). The duration of the Corporation is perpetual.

Article II
Principal Office and Mailing Address

The address of the principal office of the Corporation is 528A Clematis Street, West Palm Beach, Florida 33401. The mailing address of the corporation is 528A Clematis Street, West Palm Beach, Florida 33401.

Article III
Purpose

The Corporation is a Florida not-for-profit corporation organized exclusively for the purpose of educating people on the production of film in the West Palm Beach area and exhibiting the local filmmakers work. The Corporation is authorized to engage in any lawful activity not for pecuniary profit for which not-for-profit corporations may be organized to the full extent permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Act").

Article IV
Membership

Membership Requirements, Benefits and other matters related to membership shall be regulated by the By-Laws. The membership shall be governed by Section 617.0601 Florida Statutes (1993), or the corresponding section of any future Florida law.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 528A Clematis Street, West Palm Beach, Florida 33401, and the name of the Corporation's initial registered agent at that address is Lawrence Corning.

Article VI
Board of Directors and Officers

The affairs of the Corporation shall be managed by a Board of Directors consisting of not fewer than three directors. The number of directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall never be fewer than three. The manner of election of directors shall be regulated by the By-laws. The Board of Directors may delegate specific duties and responsibilities to its corporate officers as prescribed in the By-laws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Kris Kemp Chairman and President
528A Clematis Street
West Palm Beach, Florida 33401

Francine Bernard Vice President
3800 Washington Rd.#901 Secretary
West Palm Beach, Florida 33401

James Moores Vice President
746 Ardmore Road
West Palm Beach, Florida 33404

Lawrence Corning Treasurer
528A Clematis Street
West Palm Beach, Florida, 33401

Article VII Incorporator

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

Kris Kemp
528A Clematis Street
West Palm Beach, Florida 33401

Article VIII Powers

The corporate powers of this corporation are provided in Section 617.0302, Florida Statutes (1993), or the corresponding section of any future Florida law.

Article IX Dissolution

Upon the dissolution of the Corporation or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and has established its tax exempt status under Section 501(c)(3) of the Act, or corresponding provisions of any subsequent federal tax laws.

**Article X
Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Act), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Act (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall also not carry on any activities that are not permitted to be carried on by corporations to which contributions are deductible under Section 170(c)(2) of the Act (or the corresponding provision of any future United States Internal Revenue Law).

**Article XI
Amendments**

The Articles of Incorporation may be altered, amended, or repealed, or new Articles of Incorporation may be adopted by a three-fourths majority vote of all the directors, a majority of the voting members of the corporation present at an annual meeting or duly summoned special meeting of the directors or the members of the corporation. At least seven (7) days written notice setting forth the proposed action and specific articles(s) to be added, deleted, amended or changed and the time and place of the meeting shall be given to all members of the corporation prior to the date of the meeting.

**Article XII
Indemnification and Limitation of Liability**

The Corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

In Witness Whereof, the incorporator has executed these Articles of Incorporation on _____.

Kris Kemp: Kris Kemp
Incorporator

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

THE WEST PALM BEACH FILM FESTIVAL, INC.

Pursuant to Florida Statutes Sections 617.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation 528 (a) Clematis Street, West Palm Beach, Florida, 33401, has named Lawrence Corning, located at the registered office address, at 528 (A) Clematis Street, West Palm Beach, Florida, 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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.


Lawrence Corning.

np00gnt

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96 FEB -8 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000000676

Requestor's Name _____
 528-A Clematis Street
 West Palm Beach, FL 33401 _____
 City/State/Zip _____ Phone # _____

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 ****35.00 ****35.00

Office Use Only

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment NC
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 96 JUN 13 AM 10:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials	_____
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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
96 JUN 13 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The West Palm Beach Film Festival Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The name of this corporation shall be amended to read,
West Palm Beach Independent Film Festival Inc.

SECOND: The date of adoption of the amendment(s) was: May 20, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

West Palm Beach Independent Film Festival Inc.

Corporation Name

Lawrence Corning

Signature of Chairman, Vice Chairman, President or other officer

Lawrence Corning

Typed or printed name

Treasurer

Title

June 4, 1996

Date