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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

South Florida Critics' Circle & Carbonell Awards, Inc

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**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SOUTH FLORIDA CRITICS' CIRCLE & CARBONELL AWARDS, INC.**

**ARTICLE I  
NAME**

The name of the corporation is **SOUTH FLORIDA CRITICS' CIRCLE & CARBONELL AWARDS, INC.** (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 7331 SW 16th Street, Plantation, Florida 33317.

**ARTICLE III  
PURPOSES**

The purposes for which the Corporation is organized are:

- (1) To provide scholarships and grants to qualified regional students seeking higher education in the arts and/or entertainment journalism.
- (2) To encourage and help develop excellence within the entertainment and cultural community and to present awards for outstanding achievement in artistic, cultural and literary disciplines.
- (3) To conduct workshops, seminars, lectures, conferences and other activities designed to encourage high levels of competence, professionalism and ethical standards within the field of entertainment journalism and to promote community awareness of the arts and the role of the press and the critic.
- (4) To solicit, receive, administer and invest funds for charitable purposes and to that end (a) to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely

THIS INSTRUMENT PREPARED BY:  
Tracey A. Testa, Legal Assistant  
Hodgson, Russ, Andrews, Woods & Goodyear  
2000 Glades Road, Suite 400  
Boca Raton, Florida 33431  
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or jointly with any other person, persons or corporations, any property, whether real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (b) to sell, convey or otherwise dispose of any such property; and (c) to invest, reinvest, or deal with the principal or income thereof, all in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these articles of incorporation or any laws applicable thereto.

(5) To do any other act or thing incidental to or in connection with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of the corporation's directors, trustees or officers.

(6) The Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and 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 Internal Revenue Code, or any successor section, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any successor section.

(7) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(8) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), nor shall the Corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV  
MANNER OF ELECTING DIRECTORS**

The manner in which the directors of the Corporation are elected or appointed shall be as set forth in the Corporation's bylaws.

**ARTICLE V  
LIMITATION OF CORPORATE POWERS**

The corporate powers of the Corporation are as provided in Section 617.0302 of the Florida Not for Profit Corporation Act.

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**ARTICLE VI  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431, and the name of the initial registered agent of the Corporation at that office is HRAWG Corp.

**ARTICLE VII  
DISSOLUTION**

Upon liquidation or dissolution of the Corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the Corporation of whatsoever kind or nature, its remaining funds and other property and rights shall be distributed, granted, conveyed and assigned to one or more organizations having purposes similar to those of the Corporation, provided such organization or organizations are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or any successor section thereto, such organization or organizations to be selected by the directors of the Corporation. In the event the directors fail to so select, the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida, shall select such organization or organizations.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Tracey A. Testa  
2000 Glades Road  
Suite 400  
Boca Raton, FL 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 22nd day of February, 1999.

  
Tracey A. Testa, Incorporator

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been appointed as registered agent and to accept service of process for South Florida Critics' Circle & Carbonell Awards, Inc. (the "Corporation") at the place described in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

By:   
Larry Coman, Vice President

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