

L02000029328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200008504852

FILED
2002 NOV -4 PM 1:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV - 4 2002



ACCOUNT NO. : 072100000032

REFERENCE : 805163 7161537

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pizote

ORDER DATE : November 4, 2002

ORDER TIME : 8:48 AM

ORDER NO. : 805163-005

CUSTOMER NO: 7161537

CUSTOMER: Gregory B. Galloway, Esq
Motes & Carr
3751 Maguire Blvd, Suite 104
Orlando, FL 32803

FILED
2002 NOV -4 PM 1:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BJ FILM, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
BJ FILM, LLC**

These Articles of Organization ("Articles") are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608 (the "Act").

ARTICLE I - NAME

The name of this limited liability company is BJ Film, LLC ("Company").

ARTICLE II - DURATION

The existence of the Company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of ninety-nine (99) years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

The Company is organized to operate a business engaged in entertainment motion pictures and related business and the transaction of any and all lawful business.

ARTICLE IV - POWERS

The Company shall have all of the powers enumerated in the Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The mailing address and street address of the place of business of the Company is c/o Motes & Carr, P.A., 3191 Maguire Blvd., Suite 160, Orlando, Florida 32803-3789, and the name and address of the initial registered agent of the Company is the Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company as specified in the Operating Agreement to be adopted by the members of the Company.

ARTICLE VII - INITIAL MEMBERS

The name and address of the initial members of the Company are:

FILED
2002 NOV -4 PM 1:48
UNION OF CORPORATIONS
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
Kim Dawson	8518 Sunset Willow Court, Orlando, Florida 32835
Greg Galloway	3752 Maguire Boulevard, Suite 104 Orlando, Florida 32803

FILED
 2002 NOV -4 PM 1:48
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

ARTICLE VIII – ADMISSION OF MEMBERS

Additional members may be admitted from time to time as specified in the Operating Agreement to be adopted by the members of the Company.

ARTICLE IX – TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may continue the business of the Company.

ARTICLE X – MANAGEMENT OF THE COMPANY

The Company shall be managed by the Chief Managers, who shall serve until and unless otherwise determined by the members of the Company as specified in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XI – ORGANIZER

The name and address of the person signing these articles is: Greg Galloway, 3191 Maguire Blvd., Suite 160, Orlando, Florida 32803-3789.

ARTICLE XII – REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida, the Articles of Organization or the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIII – DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of the Company expires; or
- b. As otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIV - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof unless otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XV - AMENDMENT

The Company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

ARTICLE XVI - MEMBERSHIP INTEREST UNITS

The Company shall have separate membership interests to be designated, respectively, "Special Voting Units" and "Regular Units". The Company is authorized to issue One Hundred Fifty (150) Special Voting Units. The Company is authorized to issue One Hundred Forty (140) Regular Units. The holder of each Special Voting Unit shall be entitled to one (1) vote for each Special Voting Unit held by such holder on the record date or written consent of members, and shall not be entitled to share in net income and net losses and distributions with respect to the Company's membership interests. The holder of each Regular Unit shall be entitled to one (1) vote for each Regular Unit held by such holder on the record date or written consent of members, and shall be entitled to share in net income and net losses and distributions with respect to the Company's membership interests.

ARTICLE XVII - NO CUMULATIVE VOTING

No member of this Company shall have any cumulative voting rights.

ARTICLE XVIII - NO PREEMPTIVE RIGHTS

Members of this Company shall have no rights, preemptive or otherwise, to acquire any part of any unissued membership interests or other securities of the Company before the Company may offer them to other persons.

ARTICLE XIX - WRITTEN ACTIONS

Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by the members who possess the voting power that would be required to take the same action at a meeting of the members at which all members were present.

ARTICLE XX - LIMITATION OF LIABILITY

A manager of the Company shall not be personally liable to the Company or its other members for monetary damages for breach of fiduciary duty as a manager, except for

FILED
202 NOV -4 PM 1:48
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

liability for acts or omissions which involve intentional misconduct or a knowing violation of law. Any amendment to the Act which would limit or negate any right of protection of a manager of a limited liability company provided for hereunder shall not adversely affect any right or protection of a manager of the Company provided for hereunder in respect of any act or omission of such manager occurring prior to such repeal, modification, or adoption of an inconsistent provision.

ARTICLE XXI - TRANSACTIONS WITH INTERESTED PARTIES

No contract or other transaction between the Company and any other entity, whether or not a majority of the interests of such other entity is owned by the Company, and no act of the Company, shall in any way be affected or invalidated by the fact that any of the managers and/or members of the Company are pecuniarily or otherwise interested in or are directors or officers of such other entities. Any manager individually, or any firm of which such manager may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the Company provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the majority of the Members; and any manager of the Company who is also an interest holder or officer of such other entity or who is so interested, may not be counted in determining the existence of a quorum at any meeting of the Members which shall authorize such contract or transaction, and may not vote there to authorize such contract or transaction.

ARTICLE XXII - INDEMNIFICATION

The Company shall, to the fullest extent permitted by the Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Act from and against any and all of the expenses, liabilities or other matters arising out of or in connection with such person's being a member and/or manager of the Company, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of members or managers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such position, and shall continue as to a person who has ceased to be a manager, officer, employee, consultant or agent and inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization effective as of Oct. 29, 2002.

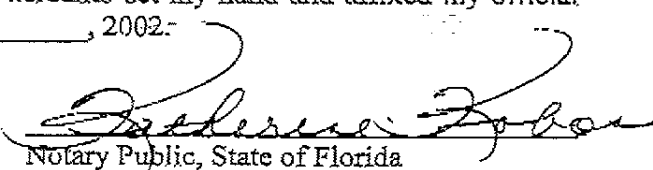


Greg Galloway

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Greg Galloway, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 1 day of Nov., 2002.


Notary Public, State of Florida

My Commission Expires: _____



Katherine Kobos
My Commission DD072905
Expires November 18, 2005

FILED
2002 NOV -4 PM 1:4
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2002 NOV -4 PM 1:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION

CORPORATION SERVICE COMPANY, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of:

BJ FILM, LLC

CORPORATION SERVICE COMPANY is familiar with and accepts the obligations of the position of Registered Agent under Section 608, Florida Statutes.

By: Laura R. Dunlap

Typed Name: CORPORATION SERVICE COMPANY

njp

Laura R. Dunlap
as its agent