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JOSEPH L. BOLES, JR.
Attorney at Law

120 Charlotte Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
Telefax: (904) 826-0937

December 15, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32031

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-12/27/99--01100--009
****122.50 *****78.75

RE: Film Society of St. Augustine, Inc.


Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida non-profit corporation. Additionally, please find enclosed a check in the amount of \$122.50 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,


Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

THE UNDERSIGNED, with other persons being desirous of forming a nonprofit corporation, under the provisions Chapter 617, Florida Statute, do agree to the following:

ARTICLE I: The name of the corporation is **FILM SOCIETY OF ST. AUGUSTINE, INC.** The address of the principal office is 3930Y Coastal Highway, St. Augustine, FL 32095 and the mailing address of this corporation shall be the same.

ARTICLE II: The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, will be a community spirited, volunteer organization to encourage the appreciation of film as an art form by providing opportunities to view international, classic and other films, and by bringing together film devotees to learn about and discuss film; support of such purposes, to make and receive contributions as and for organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and any corresponding law of the State of Florida.

ARTICLE III: The membership of this corporation shall constitute all persons hereinafter named as officers and directors and other persons may become regular members upon election by either the members or the board of directions.

ARTICLE IV: The names and addresses of the incorporators of these Articles are:

JAMES CHASTAIN	:	3930Y COASTAL HIGHWAY ST. AUGUSTINE, FL 32095
ELEANOR CHASTAIN	:	3930Y COASTAL HIGHWAY ST. AUGUSTINE, FL 32095
CONSTANTINE SANTAS	:	261 PHOENETIA DRIVE ST. AUGUSTINE, FL 32086

ARTICLE V: The corporation is to exist perpetually.

ARTICLE VI: The business of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3).

The Board of Directors shall be appointed and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

JAMES CHASTAIN	:	3930Y COASTAL HIGHWAY ST. AUGUSTINE, FL 32095
ELEANOR CHASTAIN	:	3930Y COASTAL HIGHWAY ST. AUGUSTINE, FL 32095
CONSTANTINE SANTAS	:	261 PHOENETIA DRIVE ST. AUGUSTINE, FL 32086

The street address of the initial registered office of this corporation shall be 120 Charlotte Street, St. Augustine, FL 32084 and the name of the initial registered agent of the corporation at that address is **JOSEPH L. BOLES, JR.**

ARTICLE VII: In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the corporation shall operated exclusively as a non-profit organization for the purposes set forth in Article II above. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

No part of the earnings or assets of the Corporation shall inure to the benefit of its members, directors or officers or other private persons, except that of reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in the Certificate of Incorporation.

Further, upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated for charitable, educational and such other pursuits similar to the Corporation as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed shall be disposed by the Court of jurisdiction, County of St. Johns, Florida, or whatever special provision as may be specified in the By-Laws of the Corporation under the same Code of the Internal Revenue Service, and none of the assets will be distributed to any member, officer or director of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporators, have hereunto set their hands and seals on this 17 day of December, 1999.

James J. Chastain
JAMES CHASTAIN
TITLE: President

Eleanor Chastain
ELEANOR CHASTAIN
TITLE: Second Vice President

Constantine Santas
CONSTANTINE SANTAS
TITLE: Vice-President

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

Pursuant to the provisions of Section 607.05-1, 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 **FILM SOCIETY OF ST. AUGUSTINE, INC.**

2. The name and address of the registered agent and office is **JOSEPH L. BOLES, JR., 120 Charlotte Street, St. Augustine, FL 32084.**

James J. Chastain
JAMES CHASTAIN

TITLE:

Date: 12/17/99, 1999

Eleanor Chastain
ELEANOR CHASTAIN

TITLE:

Date: 12/17, 1999

Constantine Santas
CONSTANTINE SANTAS

TITLE: *Vice-President*

Date: 12/17, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **FILM SOCIETY OF ST. AUGUSTINE, INC.**, at the place designated in the Articles of Incorporation, **JOSEPH L. BOLES, JR.** agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

JOSEPH L. BOLES, JR.

Date: 12-20, 1999.

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TALLAHASSEE, FLORIDA