

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

# N000000006963

Palm Beach County  
Entertainment Council  
Inc.

600003429786--5  
-10/19/00--01062--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<b>FILED</b> 00 OCT 19 PM 12:12 SECRETARY OF STATE TALLAHASSEE FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	<b>RECEIVED</b> 00 OCT 19 AM 11:10 DIVISION OF CORPORATION
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
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<input type="checkbox"/>	Fictitious Owner Search	
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<input type="checkbox"/>	Driving Record	
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<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature \_\_\_\_\_

Requested by: LS

10/19/00 10:31

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

T. SMITH OCT 19 2000

**ARTICLES OF INCORPORATION**

**OF**

**PALM BEACH COUNTY ENTERTAINMENT COUNCIL, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED  
00 OCT 19 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I. NAME**

The name of the Corporation is **Palm Beach County Entertainment Council, Inc.**

**ARTICLE II. DURATION**

The term of existence of the corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III. PURPOSE**

The purpose of this corporation is to foster and promote the entertainment and new media industry in Palm Beach County, and any business permitted under the laws of the United States and Florida.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, 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 member, trustee, 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.

(b) 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 Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV. DIRECTORS**

There shall be not less than three (3) members of the board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<i>Barbara Henderson</i>	<i>148 Arrowhead Circle, Jupiter, FL 33458</i>
<i>Elizabeth Schauer</i>	<i>85 Teakwood Circle, Tequesta, FL 33469</i>
<i>Marcia Wolf</i>	<i>410 Sunrise Way, Juno Beach, FL 33408</i>

Any action required or permitted to be taken by the board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE V. REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is **801 Maplewood Drive, Suite 22-A, Jupiter, FL 33458** and the name of its initial registered agent at that address is **Carlos J. Berrocal**. The principal place of business shall also be at that same address.

## **ARTICLE VI. MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

## **ARTICLE VII. MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

## **ARTICLE VIII. NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

## **ARTICLE IX. BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

## **ARTICLE X. AMENDMENTS**

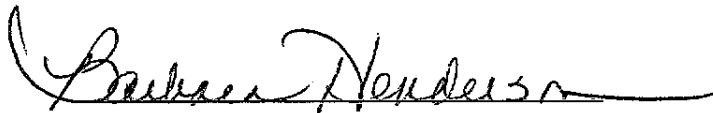
These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE XI. INCORPORATORS**

The names and residence addresses at the subscribers of these Articles of Incorporation are:

<i>Barbara Henderson</i>	<i>148 Arrowhead Circle, Jupiter, FL 33458</i>
<i>Elizabeth Schauer</i>	<i>85 Teakwood Circle, Tequesta, FL 33469</i>
<i>Marcia Wolf</i>	<i>410 Sunrise Way, Juno Beach, FL 33408</i>

IN WITNESS WHEREOF, we have subscribed our names this 11<sup>th</sup> day of October, 2000.


  
Barbara Henderson, Incorporator

  
Elizabeth Schauer, Incorporator

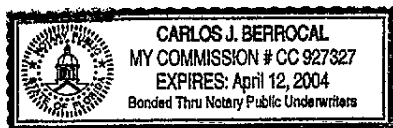
  
Marcia Wolf, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 11 day of October, 2000, before me, the subscriber, personally appeared **Barbara Henderson, Elizabeth Schauer and Marcia Wolf** who are personally known to me, and they executed the foregoing Articles of Incorporation and they acknowledged before me that the same were executed for the purpose therein expressed.

  
Notary Public, State of Florida  
Print Name: Carlos J. Berrocal, Esq.  
My Commission Expires:

[SEAL]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 Florida Statutes, the following is submitted:

**Palm Beach County Entertainment Council, Inc.**, a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, has named

AGENT

ADDRESS

**Carlos J. Berrocal**

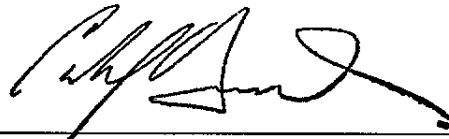
**801 Maplewood Drive, Suite 22-A, Jupiter, FL 33458**

as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

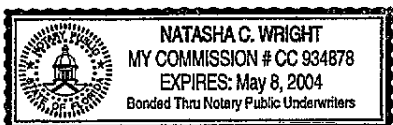
DATE: October 11<sup>th</sup>, 2000.



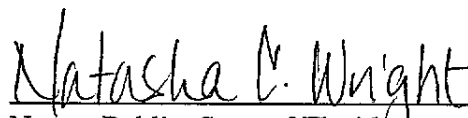
**Carlos J. Berrocal**  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of October, 2000, by **Carlos J. Berrocal**, who is personally known to me and who did not take an oath.



[SEAL]

  
Notary Public, State of Florida  
Print Name: Natasha C. Wright  
My Commission expires:

FILED  
00 OCT 19 PM 12:12  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE