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Digital Media Education Community Mentoring Program  
4509 Chantilly Way  
Pensacola, Florida 32505  
(850) 434-6351

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 14, 2002

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of Digital Media Education Community Mentoring Program

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Digital Media Education Community Mentoring Program. Please file Articles of Incorporation with the Department of State. We have enclosed a check in the amount of \$78.75 for filing fees.

If you have questions or need additional information feel free to contact me at the address listed below.

Sincerely,

John Lovrien  
6840 Lake Joanne Drive  
Pensacola, FL 32506

Enclosure

**ARTICLES OF INCORPORATION**

**FOR**

**DIGITAL MEDIA EDUCATION COMMUNITY  
MENTORING PROGRAM, INC.**

**FILED**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporators of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be **Digital Media Education  
Community Mentoring Program, Inc.**

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal place of business is **5820 Montgomery Avenue, Pensacola, FL 32526** and the mailing address is **4509 Chantilly Way, Pensacola, FL 32505.**

**ARTICLE III - DURATION**

The corporation shall have perpetual duration.

**ARTICLE IV - PURPOSE**

The corporation is a not for profit corporation organized and existing for charitable purposes including, but not limited to, social services, community improvement, and personal development programs. Further, the general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code.

The specific purposes for which the corporation is organized are:

- (1) The main purpose of this organization is to empower, inspire, mentor and raise up a new generation of media producers & directors by providing caring and compassionate relationships with tools and resources to those who could not otherwise afford a media arts education, and thus increase their confidence to prepare them for vocational opportunities for the betterment of the community.
  - (a) By maintaining facilities on a regular basis for media arts educational activities.
  - (b) By maintaining a regular faculty of qualified media arts teachers.

- (2) To provide more community social services in order to meet the overwhelming need of citizens including: educational services, social services, community resources & information services, and neighborhood development services.
- (3) To expand our existing community outreach efforts through establishing collaborative cooperation between local churches, businesses, community service organizations, and various local, state, and federal governmental agencies.
- (4) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the corporation, and to that end to receive, hold and administer the funds of the corporation for the said purposes.
- (5) To have and maintain one or more offices within the State of Florida and conduct any of its affairs in the State of Florida or elsewhere within and without the United States of America.
- (6) To have the authority, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary, useful, suitable, desirable or proper for the furtherance and attainment of purposes of the corporation.

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By-Laws of the corporation.

#### **ARTICLE VI - LIMITATION OF POWERS**

(1). No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or 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 the purposes set forth in these Articles.

(2). No Political Activity: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3). No Unpermitted Activities: Notwithstanding any other provision of these Articles, this 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 Internal Revenue code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4). **Distribution of Assets Upon Dissolution:** Upon the dissolution of this corporation, the last board of directors shall distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code.) Assets not so distributed shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII - DIRECTORS/OFFICERS**

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a board of directors. The number of directors shall be **three** or more provided the number of directors may be changed by the board as long as there are never less than **three**.

The initial board of directors shall be appointed by the incorporators of **Digital Media Education Community Mentoring Program**. Officers shall be nominated and elected by the appointed directors. The initial directors and officers shall serve until the next annual meeting of the corporation. The election of officers and directors shall take place at the annual meeting in the manner as set forth in Article IV of the Bylaws of the organization. Officers and directors of this organization shall be elected for a term of one year. Persons officially on duty when election of directors and officers is held shall be permitted to vote by absentee ballot.

Unless otherwise provided in By-Laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the board of directors and the officers shall serve at the pleasure of the board of directors. A person may serve as one or more officers.

The annual meeting of the corporation shall be held in **March** of each year on the date set by the President. Annual meetings of the corporation may be held in or out of the State of Florida.

The following persons are designated to act as directors for the first year of corporate existence or until their respective successors shall be duly qualified:

<u>Name and Address</u>	<u>Office</u>
John Lovrien 6840 Lake Joanne Drive Pensacola, FL 32506	Director
Ian Skelley 4509 Chantilly Way Pensacola, FL 32505	Director

Darnell Sims  
17 W. Maxwell St.  
Pensacola, FL 32501

Director

**ARTICLE VIII - INCORPORATORS**

The name and address of each incorporator is:

John Lovrien  
6840 Lake Joanne Drive  
Pensacola, FL 32506

**ARTICLE IX - INITIAL REGISTERED OFFICE/AGENT**

John Lovrien  
6840 Lake Joanne Drive  
Pensacola, FL 32506

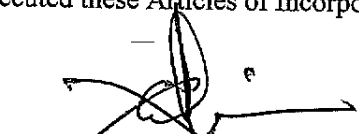
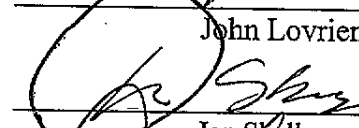
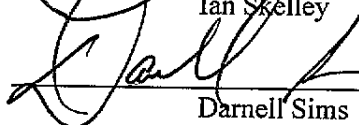
**ARTICLES X - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

**ARTICLE XI - AMENDMENT**

Amendments to these Articles of Incorporation may be made by the board of directors by resolution adopted by two-thirds vote of a quorum of directors.

The undersigned incorporators have executed these Articles of Incorporation this 15 day of February, 2002.

  
\_\_\_\_\_  
John Lovrien  
  
\_\_\_\_\_  
Ian Skelley  
  
\_\_\_\_\_  
Darnell Sims

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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.

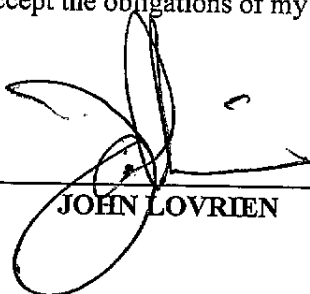
1. The name of the corporation is:

**Digital Media Education Community Mentoring Program, Inc.**

2. The name and address of the registered agent and office is:

**John Lovrien  
6840 Lake Joanne Drive  
Pensacola, FL 32506**

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.

  
\_\_\_\_\_  
JOHN LOVRIEN

DATE 2-14-02