

# NO20000001991

## TRANSMITTAL LETTER

FILED

02 MAR 12 PM 4:12

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

000005096290--1

-03/12/02--01022--012

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

SUBJECT: CINEMA VORTEX FOUNDATION, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM:

BARRON Sherer

Name (Printed or typed)

445 N.E. 74<sup>th</sup> Street

Address

MIAMI FL 33138

City, State & Zip

(305) 375-1528 bsherer@bigfoot.com

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

D. WHITE MAR 19 2002

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**ARTICLES OF INCORPORATION**  
**OF**  
**CINEMA VORTEX FOUNDATION, INC.**  
**A Florida Not-For-Profit Corporation**

**FILED**  
**02 MAR 12 PM 4: 12**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

**ARTICLE I**

**NAME**

The name of the Corporation is Cinema Vortex Foundation, Inc. (the "Corporation") and the principal place of business and mailing address of the corporation is 445 N.E. 74th Street, Miami, FL 33138.

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE II**

**NATURE OF BUSINESS**

The purpose of the Corporation is provide the public with an exhibition program of exclusive, non-commercial screenings that heighten appreciation and support for repertory film. The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section, 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Law).

### ARTICLE III

#### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the members of the Board of Directors which members shall be elected in the manner provided in the bylaws of the Corporation.

The Board of Directors shall elect annually the following officers of the Corporation: a president and a vice president, each of whom shall be a member of the Board of Directors, a secretary, a treasurer, and such other officers and employees of the Corporation as it may deem necessary.

The Board of Directors shall have the power to make bylaws and regulations not inconsistent with the laws of this State or of this Articles of Incorporation for the discharge of its functions.

The Board of Directors shall hold meetings as provided in the bylaws but, anything in the bylaws to the contrary notwithstanding, the Board shall meet at least once each-calendar year.

### ARTICLE IV

#### INITIAL BOARD OF DIRECTORS

The names and addresses of the persons serving as Directors at the time of incorporation are:

NAME	ADDRESS
Barron Sherer	445 N.E. 74th Street Miami, FL 33138
Abel Klainbaum	329 Jefferson Avenue #5 Miami Beach, FL 33139
Lou Ellen Kramer	5310 NW 93 Avenue Sunrise, FL 33351
Brandon Crawford Smith	7430 S.W. 59th Court South Miami, FL 33143

## ARTICLE V

### POWERS OF CORPORATION

Except as hereinafter stated, the Corporation shall have those powers set forth in Section 617 of the Florida Not For Profit Corporation Act or the corresponding provisions of future statutes of the State of Florida.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is 445 N.E. 74th Street, Miami, FL 33138, and the name of the registered agent at such address is Barron Sherer.

## ARTICLE VII

### DISSOLUTION

Upon dissolution of the Corporation and after the payment, or provision for the payment of all the liabilities of the Corporation, all the assets of the Corporation will, be transferred and conveyed to an organization or organizations operated exclusively for charitable, educational, religious or scientific purposes qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Law) as directed by a majority of the Board of Directors of the Corporation.

## ARTICLE VIII

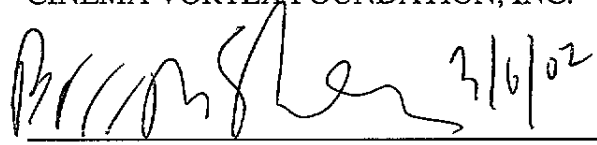
### INCORPORATOR

The name and address of the person signing these Articles of Incorporation:

NAME	ADDRESS
Barron Sherer	445 N.E. 74th Street Miami, FL 33138

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles  
of Incorporation on this March 6, 2002.

CINEMA VORTEX FOUNDATION, INC.

 3/6/02

FILED

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON  
WHOM PROCESS MAY BE SERVED

02 MAR 12 PM 4: 12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**WITNESSETH**

That CINEMA VORTEX FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named Barron Sherer as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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, and I accept the duties and obligations of Section 617-0501 of the Florida Statutes.

March 6, 2002

Barron Sherer 3/6/02