

CAPITAL CONNECTION, INC.

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

No 2000005130

SW Florida Film Society
Inc

FILED
02 JUL -5 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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02 JUL -5 PM 2:44

QB 7/5 ✓

**ARTICLES OF INCORPORATION
OF
SW FLORIDA FILM SOCIETY, INC.
A FLORIDA NONPROFIT CORPORATION**

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ARTICLE I - NAME

The name of this Corporation is SW Florida Film Society, Inc.

ARTICLE II - PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the corporation is: 601 Elkcarn Circle B-6, Marco Island, Florida 34145, and the mailing address of the corporation is: 601 Elkcarn Circle B-6, Marco Island, Florida 34145 ,

ARTICLE III - DURATION

The duration of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Florida Department of State..

ARTICLE IV - PURPOSE

The purposes for which this Corporation is formed are:

- (1) The primary purpose is to provide a nonpartisan, nonprofit film society to promote and foster appreciation of film as an arts medium.
- (2) The general purposes and powers are:
 - (a) To contract for the viewing of independently produced films, documentaries, and films of foreign origin, and to make said films available for viewing on such premises as may be procured, leased, or owned by the SW Florida Film Society, Inc. for said purpose.
 - (b) To purchase, lease, or otherwise acquire, improve, construct, own, hold,

use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purpose of this corporation.

- (c) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
- (d) To have and exercise all the rights and powers conferred on nonprofit corporations under Florida law, as such law is now in effect or may be from time to time amended.
- (e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

- (3) Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article IV . Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of this State.

ARTICLE V- INTERNAL REVENUE CODE SECTION

501(c)(3) RESTRICTIONS AND PRIVATE FOUNDATION PROVISIONS

- (1) The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations

hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

- (2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no 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. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.
- (3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

- (8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.
- (9) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is : 601 Elkcam Circle B-6, Marco Island, Florida 34145 ; and the name of the initial Registered Agent of this Corporation is: Pat Berry.

ARTICLE VII - DIRECTORS

The method of election of the directors of the Corporation is set forth in the bylaws. The names and addresses of the Directors are:

Name	Address
Jane S. Dunn	9216 Sweetgrass Way Naples FL 34108
Maggie McCarty	600 Pine Court Naples FL 34102
William Minarich	644 Bougainvillea Road Naples FL 34102
Pat Berry	1150 Bluebird Marco Island FL 34145

ARTICLE VIII - INCORPORATORS

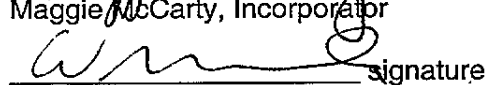
The names and residence addresses of the incorporators are:

Name	Address
Jane S. Dunn	9216 Sweetgrass Way Naples FL 34108
Maggie McCarty	600 Pine Court Naples FL 34102
William Minarich	644 Bougainvillea Road Naples FL 34102
Pat Berry	1150 Bluebird Marco Island FL 34145

IN WITNESS WHEREOF, we have subscribed our names this 24 day of June, 2002.

 signature
Jane S. Dunn, Incorporator

 signature
Maggie McCarty, Incorporator

 signature
William (Bill) Minarich, Incorporator

 signature
Pat Berry, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT

FILED
02 JUL -5 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served.

The name of the corporation whose articles of incorporation are attached is :

SW Florida Film Society, Inc.

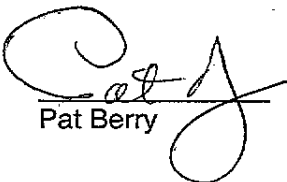
The name and address of the registered agent and office is:

Pat Berry, 601 Elkcam Circle B-6, Marco Island, Florida 34145.

ACCEPTANCE

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.

Dated : June 26, 2002


Pat Berry