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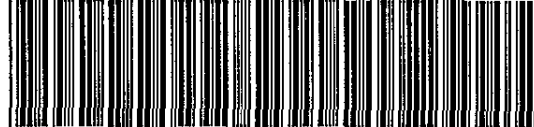
(Business Entity Name)

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CLERK OF STATE
CIVIL DIVISION
04 FEB -5 AM 7:33

2-14-04
1.90

TRANSMITTAL LETTER

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

SUBJECT: DEZZI Productions, 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: Ms. Desirée W. HUMBERT
Name (Printed or typed)

P.O. Box 11154
Address

ST. Petersburg Florida 33733
City, State & Zip

(727) 822-6379
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
DEZZI PRODUCTIONS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB -5 AM 7:34

(A Florida Not for Profit Corporation)

In Compliance with Chapter 617, F. S. , (Not for Profit)

ARTICLE ONE

DEZZI PRODUCTIONS, INC.

**ARTICLE TWO
PRINCIPLE OFFICE**

The principle office of this corporation is :
633 8th Street North
Unit #9
St. Petersburg, Florida. 33701

**ARTICLE THREE
PURPOSES**

To promote visual inspirational methods of teaching by entertaining both community and nationwide audiences using plays, workshops, seminars , computers , literature , acting , and effective coaching techniques .

**ARTICLE FOUR
MANNER OF ELECTION**

The initial and subsequent directors are and will be appointed by the Incorporators.

**ARTICLE FIVE
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of five (5) persons whose names and addresses are as follows:

Desiree White Humbert
P.O. Box 11154
St. Petersburg, Florida. 33733

Doris W. Zitowitz
P.O. Box 11155
St. Petersburg, Florida. 33733

Tashumbi D. Abbott
633 8th St. North
Unit #5
St. Petersburg, Florida. 33701

Mary Chalk
1309 21st South. West.
Hickory, North Carolina. 28602

Phillip Zitowitz
35 Knowles Road
Worcester, MA.

ARTICLE SIX INCORPORATORS

The initial registered agent shall be Desiree White Humbert, and the street address of the initial registered office of this Corporation is: 633 8th Street North, unit #9 , St. Petersburg, Florida. 33701.

**ARTICLE SEVEN
INCORPORATORS**

The initial incorporator is Desiree White Humbert. , P.O. Box 11154, St. Petersburg, Florida. 33733

**ARTICLE EIGHT
NOT FOR PROFIT**

The corporation is a non profit corporation under the laws of the state of Florida. The corporation is not formed for pecuniary profit.

**ARTICLE NINE
DURATION**

The duration for the Corporation shall be perpetual.

**ARTICLE TEN
OFFICERS**

The officers of the corporation shall consist of a President, Vice President , and Secretary, and such other Officers and Assistant Officers as may be provided in the Bylaws. Some Officers shall be elected by the board of Directors and may be removed by the Board of Directors, at such time and in such manner as will be prescribed by the Bylaws.

**ARTICLE ELEVEN
DIRECTORS QUORUM AND VOTING**

A majority of the Directors shall constitute a quorum at a meeting of the Board of directors. If a quorum is present, the affirmative vote on the subject matter shall be the act of the Corporation.

**ARTICLE TWELVE
INFORMAL ACTION OF DIRECTORS**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE THIRTEEN
THE BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE FOURTEEN
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation or any amendment of them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adapted by the Corporation.

**ARTICLE FIFTEEN
LIMITATIONS OF ACTIONS**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed, shall be disposed of by the Circuit Court in and for Hillsborough County, Florida or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of the Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by and organization

exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or officers, but 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 Article Four.

ARTICLE SIXTEEN NON STOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

ARTICLE SEVENTEEN INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the Corporation

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

X Desiree White Humbert 2/4/04
Signature Registered Agent Date
Desiree White Humbert

X Desiree White Humbert 2/4/04
Signature/Incorporator Date
Desiree White Humbert

X Desiree White Humbert 2-4-04
Signature/Incorporator Date
Desiree White Humbert