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**FLORIDA NON-PROFIT CORPORATION**

**historic entertainment, inc.**

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OF

**HISTORIC ENTERTAINMENT, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

Article I

Name

The name of the corporation is **HISTORIC ENTERTAINMENT, INC.**

Article II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the corporation shall be 9700 South Dixie Highway, Suite 1030, Miami, Florida 33156.

Article III

Purpose

The corporation is a not for profit corporation. The specific and primary purpose for

Myron M. Samole  
Samole & Berger, P.A.  
9700 S. Dixie Highway, Suite 1030  
Miami, FL 33156  
Fla Bar No. 323527

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which the corporation is organized is to manage and train members in acting and performing Ancient Roman, Greek, Medieval, and Renaissance mock combats and related theatrical productions at participating venues, and by so doing, familiarize and educate their audience in period customs, costumes and history.

(A) The general purposes for which the corporation is formed are to operate exclusively for charitable, and educational purposes which will qualify it as an exempt organization under 26 USCA § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(B) The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### Article IV Manner of Election of Directors

The manner in which the directors are elected or appointed shall be in accordance with the provisions set forth in the corporation's By Laws.

#### Article V Term of Existence

The corporation shall have perpetual duration.

Article VI  
Membership

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the By Laws.

Article VI  
Initial Registered Agent and Street Address

The name and street address of the initial registered agent of the corporation is:

Myron M. Samole  
9700 South Dixie Highway  
Suite 1030  
Miami, Florida 33156

Article VII  
Directors

The powers of the corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be seven; provided, however, that the number of directors may be changed by a By Law duly adopted pursuant to the By Laws of the corporation.

The directors named here as the first board of directors shall hold office until the first annual meeting to be held on March 3, 2004, at which time an election of directors shall be held

in accordance with the By Laws of the corporation.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of four (4) years or until the qualification of the successors in office. Annual meetings shall be held at 2:00 pm., on the first Wednesday in March of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

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 the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any 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 that relates to action taken in this manner 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 By Laws of the corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names of the persons who are to serve as the initial directors are:

**Elise Kessler**  
**9700 South Dixie Highway**  
**Suite 1030**  
**Miami, Florida 33156**

**Wendy Rosas-Guyon**  
**9700 South Dixie Highway**  
**Suite 1030**  
**Miami, Florida 33156**

**Patricia M. Lanners**  
**9700 South Dixie Highway**

**Suite 1030  
Miami, Florida 33156**

**Louis Rosas-Guyon  
9700 South Dixie Highway  
Suite 1030  
Miami, Florida 33156**

**James J. Lanners  
9700 South Dixie Highway  
Suite 1030  
Miami, Florida 33156**

**Myron M. Samole, Esq.  
9700 South Dixie Highway  
Suite 1030  
Miami, Florida 33156**

**Jeffrey M. Greenberg, CPA  
9700 South Dixie Highway  
Suite 1030  
Miami, Florida 33156**

**Article VII  
Incorporator**

The name and address of the incorporator is:

**Myron M. Samole  
9700 South Dixie Highway  
Suite 1030  
Miami, Florida 33156**

**Article VIII  
Election of Officers**

The board of directors shall elect the following officers: president, vice-president, and secretary/treasurer, and any other officers which the By Laws of the corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of

directors. Until that election is held, the following persons shall serve as corporate officers:

**Elise Kessler - President**  
**9700 South Dixie Highway**  
**Suite 1030**  
**Miami, Florida 33156**

**Louis Rosas-Guyon - Vice-President**  
**9700 South Dixie Highway**  
**Suite 1030**  
**Miami, Florida 33156**

**James J. Lanners - Secretary/Treasurer**  
**9700 South Dixie Highway**  
**Suite 1030**  
**Miami, Florida 33156**

**Article IX**  
**Corporate Actions**

Subject to the limitations contained in the By Laws and any limitations set forth in the Florida Not For Profit Corporation Act described above concerning corporate action that must be authorized or approved by the members of the corporation, the By Laws of the corporation may be made, altered, rescinded, added to, or new By Laws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the By Laws.

**Article X**  
**Distributions of Property**

The property of the corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI  
Distributions on Dissolution

On the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under 26 USCA § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XII  
Amendments

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

The undersigned, being the incorporator of the corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, has executed these Articles of Incorporation on March 3, 2004.

  
\_\_\_\_\_  
Myron M. Samole, Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared Myron M. Samole, to me well known and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged to and before me that he executed said instrument for



*[Handwritten signature]*

purposes therein expressed.

WITNESS my hand and official seal this 3<sup>rd</sup> day of March, 2004.



Patricia M. Lanners  
My Commission CC973838  
Expires November 20, 2004

*Patricia M. Lanners*

Patricia M. Lanners  
Notary Public, State of Florida

My Commission Expires:

**ACCEPTANCE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

*Myron M. Samole*

Myron M. Samole, Registered Agent

Date: March 3, 2004

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