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SECRETARY OF STATE, ALLAHASSEE, FLORING.

TRANSMITTAL LETTER

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

SUBJECT: JACKBONUILLE FILM FESTIVAL, 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	Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy & Certificate
		ADDITIONAL COPY REQUIRED	
		1	

FROM: EDWARD B. SCHLESSINGER

Name (Printed or typed)

8273 LAKE WOOD BOURNE DR. EAST

Address

JACKEGNULLE FL 32217

City, State & Zip

904.730.8148

Daytime Telephone number

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

ARTICLES OF INCORPORATION

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

ARTICLE I:

The name of this corporation is:

"JACKSONVILLE FILM FESTIVAL, INC."

ARTICLE II:

The principal office and mailing address of the corporation will be at 8273 Take Woodbourne Drive East, Jacksonville, Florida, 32217.

ARTICLE III:

The purposes of the corporation and restrictions on its operations are as follows:

- (a) The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Laws. The corporation shall promote interest, knowledge and appreciation of the arts, specifically, but not limited to, those of motion picture films and film history.
- (b) The corporation shall restrict its operations to the promotion of charitable, literary, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as presently or hereafter existing ("Code"). Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.
- (c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other 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 herein.
- (d) To do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV:

Directors: The powers, business and affairs of the corporation shall be managed by and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or diminished from time to time by the Bylaws but there shall at all times be at least (3) director. The method of electing directors shall be as provided in the Bylaws.

ARTICLE V:

The name and address of the member of the first board of directors and officer of the corporation is:

Executive Director and Chief Operation Officer

NAME

ADDRESS

Edward B. Schlessinger

8273 Lake Woodbourne Dr. E.

Jacksonville, Florida 32217

ARTICLE VI:

The name of the initial registered agent is Edward B. Schlessinger and the street address of the initial registered agent of this corporation is 8273 Lake Woodbourne Dr. E., Jacksonville, Florida, 32217.

ARTICLE VII:

The name and address of the Incorporator of the Articles of Incorporation is Edward B. Schlessinger and the street address of the Incorporator is 8273 Lake Woodbourne Dr. E., Jacksonville, Florida, 32217.

ARTICLE VIII:

This corporation is to have perpetual existence. Corporate existence shall commence effective April 9, 2004.

ARTICLE IX:

This corporation reserves the right to amend these Articles in the manner provided by law.

I, THE UNDERSIGNED, being the Incorporator herein-before named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this _____ day of March, 2004.

Edward B. Schlessinger, Incorporator

Edward B. Schlessinger

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted.

That Jacksonville Film Festival, INC., a corporation duly organized and existing under the laws of the State of Florida, has named Edward B. Schlessinger as its Registered Agent, located at 8273 Lake Woodbourne Dr. E., Jacksonville, Florida, 32217, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agreed 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 Sections 48.091 and 607.0515, Florida Statutes.

Dated: 3/1/04

Edward B. Schlessinger, Registered Agent

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SECRETARY OF SWILL