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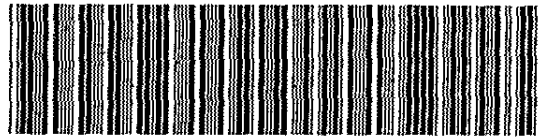
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FILED  
04 MAY 14 PM 2:37  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**The SavageWest Law Firm, P.A.**

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ATTORNEYS AND COUNSELORS AT LAW

**Robert K. Savage, Esq.\***

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**TAMPA**

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**Florham Park**

30 Columbia Turnpike  
PO Box 941  
Florham Park, NJ 07932

May 11, 2004

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

Re: Tampa Bay Film Society, Inc.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles of incorporation for the Tampa Bay Film Society, Inc., and a check made payable to Department of State in the amount of \$78.75.

Please contact me if there are any questions concerning the foregoing.

Sincerely,

  
Robert K. Savage

**ARTICLES OF INCORPORATION FOR  
THE TAMPA BAY FILM SOCIETY, INC.**

**A NONSTOCK, NONPROFIT CORPORATION**

**FILED**  
**04 MAY 14 PM 2:38**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons of lawful age, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617.0202 adopt the following articles of incorporation:

**Article One: Name and Principal Office**

The name of the corporation is The Tampa Film Society, Inc. and place in this state where the principal office of the corporation is to be located at 10611 Egret Haven Lane Riverview, FL 33569.

**Article Two: Registered Office and Agent**

The name of the registered agent of the corporation is Roberto Bruni. The street address of the registered office, which is also the address of the registered agent, is 10611 Egret Haven Lane Riverview, FL 33569.

**Article Three: Duration**

The period of duration of this nonprofit corporation is unlimited.

**Article Four: Type of Corporation**

The corporation is a public benefit corporation, which is organized for a non-pecuniary educational, literary, cultural, and social purposes.

**Article Five: Authorization**

The corporation is organized under Florida Statutes Chapter 617 – Corporations Not for Profit.

**Article Six: Purposes**

This corporation is organized exclusively for educational, and cultural purposes.

**Article Seven: Corporate Net Earnings; Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors or trustees, 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 purpose or purposes set forth in Article Six hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code or, if reference to federal law in the articles or certificate of incorporation imposes a limitation that is invalid under the law of the state of incorporation, state: shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose or purposes of this corporation.

#### **Article Nine: Dedication of Assets: Distribution on Dissolution**

The assets of this corporation are irrevocably and permanently dedicated to the purpose or purposes set forth in Article Six. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, that are organized and operated exclusively for such purposes.

#### **Article Ten: Nonstock Corporation**

The corporation is nonstock, and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

#### **Article Eleven: Directors**

The number of directors constituting the initial board of directors of the corporation is eight, and the names and addresses of the persons who are to serve as initial directors are as follows:

Roberto Bruni  
10611 Egret Haven Lane,  
Riverview, FL 33569

Eric Odum  
2901 W Busch Blvd.  
Suite 610  
Tampa, Fl 33618

Robert Tregenza  
Department of Communications  
University of Tampa

401 West Kennedy Blvd.,  
Tampa, FL 33606

Robert Savage  
633 N. Franklin St.  
Suite 501  
Tampa, FL 33602

#### **Article Twelve: Election of Directors**

The directors named in these articles as the first board of directors shall hold office until the first annual meeting of members to be held on May 6, 2005 at which time an election of directors by the members shall be held.

Directors shall serve for terms of one year.

#### **Article Thirteen: Corporate Officers and Their Functions**

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation to all papers required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business of the corporation, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of the corporation which come into his or her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render all accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to the office of treasure, as required by the board of directors.

The board of directors may provide for the appointment of additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may order, one person may hold any two offices, the duties of which do not conflict.

The officers shall perform additional or different duties as from time to time are imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

#### **Article Fourteen: Election of Officers**

The directors shall elect the initial officers.

#### **Article Fifteen: Classes of Membership**

The corporation shall have one class of members, and any one person may hold no more than one membership. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

#### **Article Sixteen: Membership Dues and Assessments**

Membership dues shall be set and assessed according to the board of directors as the board of directors shall from time to time determine.

#### **Article Seventeen: Amendments**

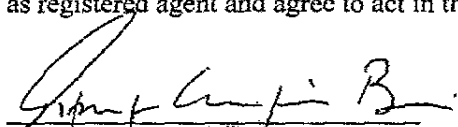
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of 51% of a quorum of members of the corporation.


#### **Article Eighteen: Incorporator**

The names and address of the person forming this corporation are as follows:

Robert K. Savage  
633 N. Franklin Street  
Suite 501  
Tampa, FL 33602

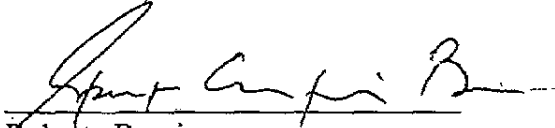
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this document, I am familiar with and accept appointment as registered agent and agree to act in that capacity.

  
Roberto Bruni  
Registered Agent

  
Robert K. Savage  
Incorporator

633 N. Franklin Street  
Suite 501  
Tampa, FL 33602

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

  
Roberto Bruni  
Registered Agent

  
Robert K. Savage  
Incorporator

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