

N04000008676

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

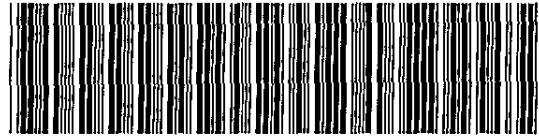
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600040801436

03/09/04 - 01010 - 010 *478.75

04 SEP - 0 11:50

01 SEP - 6 PM 12:13

10/11/04

CAPITAL CONNECTION, INC.

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

Be Somebody Productions, Inc.

- ☒ 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 _____

04 SEP - 11:50
DIVISION

Signature _____

Requested by: *WC*

9/8
Date

11:00
Time

Name _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF**

**Be Somebody Productions, Inc.
A Florida "Not for Profit Corporation"**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

I. NAME OF CORPORATION:

The name of the corporation is Be Somebody Productions, Inc..

II. PRINCIPAL OFFICE:

The principal office of the corporation is located at 7800 Red Road, Suite 219C, South Miami, Florida 33143

III. MAILING ADDRESS:

The mailing address of the corporation is 7800 Red Road, Suite 219C, South Miami, Florida 33143.

IV. REGISTERED AGENT:

The name of the registered agent of the corporation is Terry Scheinberg. The address of this registered agent is 7800 Red Road, Suite 219C, South Miami, Florida 33143.

V. DURATION/MEMBERSHIP:

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

VI. INITIAL BOARD OF DIRECTORS:

- A. There shall be three directors on the initial Board of Directors
- B. The method of election of the Board of Directors shall be stated in the bylaws.
- C. The names and addresses of the initial Board of Directors are:

Terry Scheinberg
5625 SW 80th Street, # A
Miami, FL 33143

Sherwood R. Cantor, M.D., Secretary
Coral Reef Medical Park II
9275 Coral Reef Drive
Suite 105
Miami, FL 33157

04 SEP 2 1990
05:11 PM
6-0370

Benjamin S. Waxman, Esq., Treasurer
Robbins, Tunkey, Ross, Amsel, Raben & Waxman
2250 S.W. 3rd Avenue, 4th Floor
Miami, Florida 33129

VII. INCORPORATORS

The name and address of the incorporator is: Terry Scheinberg, 5625 SW 80th Street, # A, Miami, FL 33143.

VIII. CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1.) To aid, support and assist Florida children and adolescents transitioning to adulthood, as well as mentally ill, homeless, and other marginalized Florida residents for the following purposes:
 - a. To educate and promote awareness among the general public, police and social service agencies regarding the contributions of such residents to society;
 - b. To uphold the humanity of such residents;
 - c. To encourage long-term change in society's treatment of such residents, and in policies and systems that will provide for their full social, political and economic participation.
- 2.) To provide services to Florida's Foster Care children and adolescents that will be transitioning to adulthood by aiding, supporting, educating and assisting them to secure and maintain independence, employment and services vital to their health, happiness and well-being.
- 3.) To provide services to children and adults with Attention Deficit Disorder and Learning Disabilities.
- 4.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- 5.) To do any and all lawful activities which may be necessary, useful, of desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

- 6.) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IX. 501(C)(3) LIMITATIONS:

- A. CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal and state 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 law.
- B. EXCLUSIVITY:** The Corporation is organized exclusively for charitable, educational and scientific purposes.
- C. NO PRIVATE INNUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable, educational and scientific purposes. The property, assets, profits and net income of the Corporation are irrevocable dedicated to charitable, educational and scientific purposes no part of which shall inure to the benefit of any individual.
- D. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- E. DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable, educational and scientific purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- F. PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under

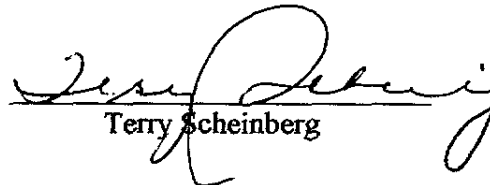
section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

X. INDEMNIFICATION:

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this
__ day of August, 2004.


Terry Scheinberg


STATE OF FLORIDA]

COUNTY OF MIAMI-DADE]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Terry Scheinberg to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this
31 day of August, 2004.

Robert N. Kemper
NOTARY PUBLIC STATE OF FLORIDA

 Robert N. Kemper
Commission #DD271003
Expires: Dec 01, 2007
(Type, Print, or Stamp Name)
Bonded Thru
Atlantic Bonding Co., Inc.

(Serial Number, if any)

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I, Terry Scheinberg, hereby accept my appointment as registered agent for Be
Somebody Productions, Inc., a Florida not for profit corporation.

Terry Scheinberg
Terry Scheinberg
August 31, 2007
Date

04 SEP -07 PM 1:50