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**FLORIDA NON-PROFIT CORPORATION**  
**ARTIST RESOURCE GROUP, INC.**

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**ARTICLES OF INCORPORATION****OF****ARTIST RESOURCE GROUP, INC.***(A Florida "Not-for-Profit" Corporation)*

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The undersigned, **CHRISTOPHER E. THOMAS**, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a Not-for-Profit Corporation pursuant to the Florida Not-for-Profit Corporation Act, acting on behalf of the board of directors of the Corporation hereinbelow named, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I****Name**

The name of this Not-for-Profit Corporation shall be **ARTIST RESOURCE GROUP, INC.** (the "Corporation"), and its principal place of business shall be located at 812 East Amelia Street, Orlando, Florida 32803.

**ARTICLE II****Commencement of Corporate Existence**

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the incorporator, and this Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III****Specific Purposes; General Powers**

The specific purposes for which this Corporation is organized is educational and charitable purposes (including, but not limited to education and dissemination of information regarding the music, live performing, theatrical, modeling, and other multimedia industries) and the transaction of any and all other lawful business. This Corporation shall have all of the

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powers enumerated in the Florida Not-for-Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or

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of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not-for-Profit Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational

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movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business that its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV

##### Limitation of Corporate Powers

The corporate powers of this Corporation are subject to the following limitations:

No part of the net earnings of the Corporation shall inure to the benefit of any private individual. No substantial part of its activities will be carrying out propaganda or otherwise attempting to influence legislation. The Corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon dissolution, all assets of the Corporation will be distributed to organizations exempt under Internal Revenue Code section 501(c)(3). Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in

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any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE V

##### Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 812 East Amelia Street, Orlando, Florida 32803, and the initial registered agent of the Corporation at that address shall be **CHRISTOPHER E. THOMAS**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

#### ARTICLE VI

##### Initial Board of Directors

This initial Board of Directors of the Corporation shall consist of three (3) directors. The number of directors of the Corporation (and the manner in which they are elected) shall be specified, from time to time, by the By-Laws provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this Corporation are:

**CHRISTOPHER E. THOMAS**  
812 East Amelia Street  
Orlando, Florida 32803

**JAY RYAN MADEIRA**  
812 East Amelia Street  
Orlando, Florida 32803

**DAVID G. CAMPRESE**  
812 East Amelia Street  
Orlando, Florida 32803

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**ARTICLE VII****Incorporator**

The name and street address of the person signing these articles as incorporator is:

CHRISTOPHER E. THOMAS  
812 East Amelia Street  
Orlando, Florida 32803

**ARTICLE VIII****By-Laws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**ARTICLE IX****Indemnification**

In addition to any rights and duties under applicable law, the Corporation shall indemnify every person who was or is a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, agent, or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, or trustee of another Corporation, partnership, joint venture, trust employee benefit plan, or other enterprise, against expenses (including counsel fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his expenses in advance of the final disposition of such action, suit or proceeding, subject to the provisions of any applicable statute.

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**ARTICLE X****Amendments**

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the Corporation's directors or members is subject to this reservation.

**ARTICLE XI****Headings and Captions**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned **CHRISTOPHER E. THOMAS** does hereby make and file these articles of incorporation for **ARTIST RESOURCE GROUP, INC.**, a Florida Not-for-Profit Corporation, declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his hand and seal this 31<sup>st</sup> day of August, 2004.

  
**CHRISTOPHER E. THOMAS**  
Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

**ARTIST RESOURCE GROUP, INC.**, desiring to organize as a Not-for-Profit Corporation under the laws of the State of Florida with its principal place of business at 812 East Amelia Street, Orlando, Florida 32803, has named and designated **CHRISTOPHER E. THOMAS**, with its registered office located at 812 East Amelia Street, Orlando, Florida 32803, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **ARTIST RESOURCE GROUP, INC.** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations as set forth in the Florida Not-for-Profit Corporations Act, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31<sup>st</sup> day of August, 2004

**CHRISTOPHER E. THOMAS**

By: Christopher E. Thomas  
Registered Agent

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