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# Forizs & Dogali



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-- ALSO PROFESSIONAL ENGINEER

October 5, 2004

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

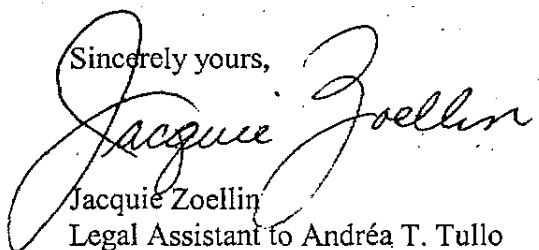
Re: International ArtS and Film Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing, please find the original Articles of Incorporation on behalf of International ArtS and Film Foundation, Inc. with a check in the amount of \$78.75 made payable to the Florida Department of State, for the filing fee and a certified copy of the Articles of Incorporation.

Please feel free to call me with any questions at (813) 289-0700, ext. 236. Thank you for your assistance.

Sincerely yours,

  
Jacquie Zoellin  
Legal Assistant to Andréa T. Tullio

/jdz  
Enclosures

04 OCT - 6 PM 12:00

ARTICLES OF INCORPORATION

OF

**INTERNATIONAL ARTS AND FILM FOUNDATION, INC.**

In accordance with the requirements of Chapter 617.0202, Florida Statutes (relating to articles of incorporation), the undersigned, desiring to incorporate a Florida not for profit corporation, hereby certifies the following articles.

**Article I:**     Name

The name of the corporation is **International Arts and Film Foundation, Inc.**

**Article II:**     Place of Business

The principle place of business is:

11266 West Hillsborough Avenue, #233  
Tampa, Florida 33635

**Article III:**    Purpose

The corporation is incorporated under Florida's Not For Profit Corporation Act, exclusively for charitable, scientific, and educational purposes 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 Law (hereinafter referred to as the "Code"), including in particular the following: education and advancement of the arts, including but not limited to the medium of film, such as to enrich the public or various sectors thereof.

**Article IV:**    Designation of Directors

Directors shall be elected or appointed by a method to be stated in the corporation's Bylaws.

**Article V:**     Initial Registered Agent and Initial Registered Office

The initial Registered Agent and initial Registered Office of the corporation are:

Andréa T. Tullo, Esq.  
Forizs & Dogali, P.L.  
4301 Anchor Plaza Parkway, Suite 300  
Tampa, FL 33634

04 OCT -6 PM 12:00  
RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**Article VI: Incorporators**

The name and address of the Incorporator is as follows:

Andréa T. Tullo, Esq.  
Forizs & Dogali, P.L.  
4301 Anchor Plaza Parkway, Suite 300  
Tampa, FL 33634

**Article VII: Term of Existence**

The term of the corporation's existence is perpetual.

**Article VIII: Stock**

The corporation is organized on a non-stock basis.

**Article IX: Members**

The corporation shall have members, whose rights and obligations shall be spelled out in the Bylaws.

**Article X: Additional Limitations**

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 in this article. 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, 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 Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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**Article XI: Sale or Dissolution**

Upon the sale or dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the remaining assets of the corporation exclusively for the purposes of the corporation (a) to one or more organizations that at the time qualify as tax exempt under Section 501(c)(3) of the Code or (b) to one or more governmental units described in Section 170(c)(1) of the Code as the Board of Directors shall determine, to be used exclusively for charitable purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for charitable purposes to one or more such organizations, as said Court shall determine. Under no circumstances shall any assets be distributed, upon dissolution, or upon sale of substantially all of the assets, to directors, officers, or employees of the corporation.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 5<sup>th</sup> day of October, 2004.

  
ANDRÉA T. TULLO  
Incorporator

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
ANDRÉA T. TULLO

04 OCT - 6 PM 12:00  
DIVISION OF REVENUE