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MAY 09 2005

GRAY, HARRIS & ROBINSON

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
ORLANDO FILM FESTIVAL, INC.

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Amendments + Resubmits

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**AMENDED AND RESTATEED
ARTICLES OF INCORPORATION OF
ORLANDO FILM FESTIVAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Kurtis T. Bauerle, President of ORLANDO FILM FESTIVAL, INC., a not-for-profit Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is: ORLANDO FILM FESTIVAL, INC.

ARTICLE SECOND: The amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that the current Articles of Incorporation are amended and restated in their entirety to provide as set forth herein.

ARTICLE THIRD: The amendment and restatement of the Articles of Incorporation of the Corporation reflected in ARTICLE SECOND hereof was duly adopted by the Board of Directors of the Corporation by Unanimous Written Consent, executed on December 31, 2004, in accordance with Sections 617.0821 of the Florida Not For Profit Corporation Act. The Corporation has no Members.

ARTICLE FOURTH: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ORLANDO FILM FESTIVAL, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: ORLANDO FILM FESTIVAL, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In particular, to engage in charitable, literary, or educational activities, within the meaning of §501(c)(3) and §170 of the Internal Revenue Code of 1986, as amended, and applicable rules and regulation thereunder (the "Code"), together with all other activities permitted by §617.001 *et seq.* of the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein. Specifically, the corporation is dedicated to enriching the cultural life of Central Florida by establishing a permanent nationally recognized film festival for the purpose of showing and promoting films of cultural and social significance and cinematography in Central Florida. The corporation will establish in connection with the local educational institutions, a program whereby local high school educational personnel are provided an opportunity to analyze film and cinematography.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

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The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Secretary, and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

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ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the new elections are held as provided under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Kurtis T. Bauerle	President
Roger Chapin	Vice President
Brett Jaffee	Vice President
Maylen Dominguez	Secretary
T. Picton Warlow, IV	Treasurer

ARTICLE VIII - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the new elections are held as provided under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Kurtis T. Bauerle	250 South Orange Avenue The Park Building, Suite 100 Orlando, FL 32801
Roger Chapin	1600 West Ivanhoe Blvd. Orlando, FL 32804
Brett Jaffee	400 E. Packwood Avenue Maitland, FL 32751
Maylen Dominguez-Arlen	17 Celia Lane Orlando, FL 32803
T. Picton Warlow, IV	313 Columbo Circle Orlando, FL 32804

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. (((H05000117881 3)))

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ARTICLE XI - LIQUIDATION OR DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this corporation shall be:

William A. Boyles

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:


301 E. Pine Street, Suite 1400
Orlando, Florida 32801

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

William A. Boyles
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned, Kurtis T. Bauerle, President of ORLANDO FILM FESTIVAL, INC., has hereunto set his hand this 31st day of December, 2004.



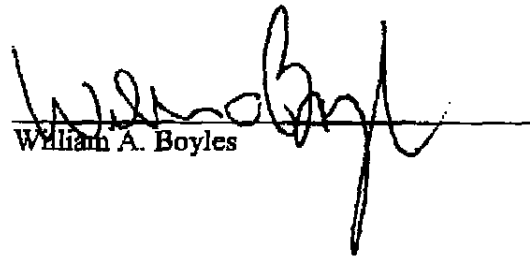
Kurtis T. Bauerle, President

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of ORLANDO FILM FESTIVAL, INC., a Florida non-profit corporation, I hereby accept and agree to act in this capacity.


William A. Boyles

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