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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED STATE

MEMORANDUM

TO: Florida Division of Corporations - Corporate Filings
FROM: James B. Bogner
DATE: February 13, 2006
RE: TEI Productions, Inc.

I have enclosed the original Amended and Restated Articles of Incorporation for the above corporation along with this firm's check in the amount of \$43.75 which represents your fee for filing (\$35) and fee for a certified copy (\$8.75). Please file the Amended Articles and provide me with a certified copy of same.

THANK YOU.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TEI PRODUCTIONS, INC.**

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of the above named Corporation are amended and restated as follows:

**ARTICLE I
NAME, TERM OF EXISTENCE AND LOCATION**

The name of the Corporation shall be TEI PRODUCTIONS, INC.

The term of existence of the Corporation shall be perpetual.

Its principal office shall be located at Orlando, Orange County, Florida, or at such other locations within and without the State of Florida as may be hereafter established by the Board of Directors.

The street address of the initial principal office and registered office of the Corporation and the address of the registered agent shall be 1079 West Morse Blvd., Winter Park, Florida 32789 and its registered agent shall be Vince Welsh.

**ARTICLE II
MISSION AND PURPOSE**

The Corporation shall be organized and operated exclusively to provide charitable and educational services, as permitted by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code"), including the following specific and primary purposes:

- (a) To cultivate, promote, foster, sponsor, develop and encourage understanding of and public interest in the fields of motion pictures, theater, multi-media materials and the arts generally;
- (b) To promote and encourage talent and ability in creation, production, exhibition, distribution, and performance to the public of works in these fields through commissions for existing works and new and original works, and to provide a

training ground and workshop for writers, artists, composers, performers, actors, directors, designers, technicians and administrative personnel in these fields.

- (c) To institute, organize and conduct workshops where persons in these fields can meet, study, discuss, exchange and develop techniques and skills.
- (d) To give recognition to experiments and achievements in these fields through awards, scholarship and grants to individuals to organizations and individuals.
- (e) To receive contributions in support of these purposes and to make donations to other organizations qualified for exemption from federal income tax under the Tax Code for these purposes.

ARTICLE III **MEMBERS OF THE CORPORATION**

The Corporation shall have no Members.

ARTICLE IV **POWERS AND AUTHORITY**

The powers and authority of the Corporation shall include, but are not limited to, the following:

(a) To undertake and enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the mission and purpose of the Corporation.

(b) To receive gifts, devises and bequests of money or of real or personal property.

(c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

(d) To construct, operate, maintain and improve, and to buy, hold, own develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property solely for the achievement of the mission and purpose of the Corporation.

The Corporation is organized and operated exclusively for not-for-profit charitable and educational purposes, and, except as permitted by the laws of the State of Florida and the Internal Revenue Code, no part of the income or assets of the Corporation shall be distributed to, nor inure to, the benefit of any director, officer or employee of the Corporation, contributor, or private individual. No profits or dividends shall ever come to the members of the Board of Directors or their associates or successors and the Corporation shall have no capital stock.

However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission and purpose.

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Tax Code or (b) a Corporation, contributions to which are deductible under Section 170(b)(2) of the Tax Code.

This Corporation shall make distributions at such times and in such manner as not to subject the Corporation to tax under Section 4942 of the Tax Code. This Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941 of the Tax Code), from retaining any excess business holdings (as defined in Section 4943 of the Tax Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Tax Code, and from making any taxable expenditures (as defined in Section 4945 of the Tax Code).

ARTICLE V **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors elected in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Board of Directors, but there shall not be fewer than three directors. The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws.

The initial Board of Directors shall be:

Kenneth W. Miller	1079 W. Morse Blvd., Winter Park, Florida 32789
Vince Welsh	1079 W. Morse Blvd., Winter Park, Florida 32789
Hayman Kite	1079 W. Morse Blvd., Winter Park, Florida 32789

ARTICLE VI **OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. The officers of the Corporation may, but need not be, members of the Board of Directors.

ARTICLE VII
BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board of Directors, or at a special meeting called for such purpose, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE VIII
DISSOLUTION

In the event of dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the Board shall distribute the residual assets of the Corporation to one or more corporations determined to be exempt from income tax under Section 501(c)(3) of the Tax Code. No part of such assets will inure to the benefit of any director, officer or employee of this Corporation, contributor or private individual.

ARTICLE IX
AMENDMENTS

The Articles of Incorporation may be amended or restated by a vote of the majority of the Board of Directors, a quorum being present at any regular or special meeting of the Board of Directors.

Approval. These Amended and Restated Articles of Incorporation have been approved by the Board of Directors of the Corporation on February 13, 2006 and the number of votes cast for the amendment was sufficient for approval. There are no members of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 13th day of February, 2006.

TEI PRODUCTIONS, INC.

By: 

Kenneth W. Miller, President