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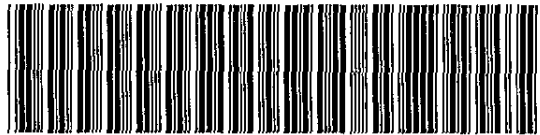
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03/17/05--01018--006 **78.75

EFFECTIVE DATE

03-18-05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 25 PM 12:20

Vinette Morris Hudson

Attorney at Law

1637 E. Robinson Street • Orlando, FL 32803

March 15, 2005

Florida Department of State
Attn: Nilsa Culligan
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: SUBMISSION OF ARTICLES OF INCORPORATION FOR ALLWRITE FILM
FOUNDATION, INC.

Dear Ms. Culligan:

Our office represents The Allwrite Film Foundation, Inc. Please accept for filing the enclosed Articles of Incorporation, together with the filing fee of \$78.75. If you have any questions regarding this matter please do not hesitate to contact me.

Sincerely,


Vinette Morris Hudson, Esq.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 17, 2005

VINETTE MORRIS HUDSON, ATTORNEY AT LAW
1637 E. ROBINSON STREET
ORLANDO, FL 32803

SUBJECT: ALLWRITE FILM FOUNDATION, INC.
Ref. Number: W05000013874

We have received your document for ALLWRITE FILM FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 905A00018424

ARTICLES OF INCORPORATION
OF
ALLWRITE FILM FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 25 PM 12:20

I, the undersigned natural person, a citizen of the United States of America and being over the age of eighteen years, acting as Incorporator of a corporation under Chapter 517 of the Florida Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE
03-18-05

**NAME OF CORPORATION AND SITUATION
OF PRINCIPAL OFFICE**

The name of the Corporation shall be the **ALLWRITE FILM FOUNDATION, INC.** The place in this State where the (initial) principal office of the Corporation is to be located is 393 CHINAHILL CT., APOPKA, FLORIDA 32712 and the name of its initial registered agent at such address is Vinette Morris Hudson.

ARTICLE II
GENERAL NATURE OF CORPORATION

This corporation is organized exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In furtherance of these purposes said corporation shall be able:

- A. To procure funding from various arenas for the creation of film and production opportunities for minorities and other under-represented classes of individuals within the entertainment and film industries.
- B. To buy purchase, own, acquire, by gift, devise, purchase or otherwise, real and personal property; and to build, erect, construct, provide for, maintain and equip suitable buildings, etcetera for the benefit, use and occupation of its members and participants in sport activities in the Central Florida area;
- C. To build construct erect maintain and equip sport complexes as the corporation may desire for carrying out its work;
- D. To receive and accept property, whether real personal or mixed, administer, disburse and invest gifts, devised and bequests by or from any person, firm, trust or corporation;
- D. To issue bonds, notes, debentures and evidence of indebtedness, and to secure the same by

mortgage, deeds of trust and otherwise.

The **ALLWRITE FILM FOUNDATION, INC.** shall, from time to time, purchase or acquire, and it shall have power, from time to time to make such contracts and to do such things as shall be authorized and directed by the members of the said **ALLWRITE FILM FOUNDATION, INC.** as evidenced by resolution of the said Organization duly passed.

ARTICLE III MEMBERSHIP OF CORPORATION

The membership of the Corporation shall consist of Officers and directors of the corporation which shall be elected by the said organization at its regular meeting in January of each year, or as soon thereafter as convenient, to serve for a period of three (3) years and until their successors are elected and qualified. Vacancies of the office held by officers may be filled by members of the said organization at any regular business meeting of the organization, or at a special meeting called for that purpose.

ARTICLE IV TERM OF CORPORATION

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V NAME AND RESIDENCE OF INCORPORATOR

The name and residence of the incorporator is as follows:

NAMES	ADDRESSES
A. Dushawn Moses	393 Chinahill Ct. Apopka, Florida 32712
Vinette Morris Hudson	393 Chinahill Ct. Apopka, Florida 32712

ARTICLE VI INITIAL DIRECTORS AND/OR OFFICERS

The Management of the Corporation shall be vested in the Board of Directors, consisting of a Chairman, Vice Chairman, and officers. The number of persons constituting the first Board of Directors shall not be less than seven. These Directors/Trustees shall be elected for one, two, and three year terms, by a 2/3 vote of the members present at the annual business meeting.

The initial officers of the Corporation shall be - A. Dushawn Moses as President, Treasurer and

Vinette Morris as Vice President, Secretary.

The above named individuals shall hold these respective offices until the first annual business meeting of the Corporation to be held during the month of March at which time a Board of Trustees shall be elected by members of this Corporation, one trustee for a term of 3 years, one trustee for a term of two years and one trustee for a term of one year.

The annual general meeting of the Corporation shall be held at its principal place of business during the (first) month of each year. The trustees of the Corporation shall have power to fill any vacancy in the Board of Trustees for the unexpired term of such trustee or until the next annual business meeting.

A. Dushawn Moses shall have controlling interest as well as veto rights regarding the election of members for the Board of Management/Directors and new policies for a yet to be determined period of time.

ARTICLE VII RESTRICTIONS ON OPERATIONS OF CORPORATION

No part of the net earning of the corporation shall inure to the benefit of, or shall be distributed to its members, trustees, 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 out in Article III.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including any publication 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 activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE VIII ALTERATION AND AMENDMENT OF ARTICLES, ETC.

The Charter and By-laws of this Corporation shall be made, altered or amended by the Corporation at any regular or special meeting duly and legally called.

By- Laws shall only be made by a four-fifths (4/5) vote of all members of the Corporation

ARTICLE IX LIABILITY OF CORPORATION

The highest amount of indebtedness or liability to which this Corporation may, at any time, subject itself shall be the sum of \$100,000.00, provided that any such sum shall not exceed two thirds (2/3)

of the value of the Corporation.

This Corporation may hold real estate in an unlimited value.

ARTICLE X LIQUIDATION, WINDING UP OR DISSOLUTION

Upon the liquidation, dissolution or winding up of the Corporation, after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provision has been made therefore, all of the assets of the corporation shall be distributed exclusively for such educational, charitable and scientific purposes as determined, **PROVIDED THAT** such distributions shall be made to one or more organizations which qualify as exempt organizations under Section 501 (c)(3) of the United States Internal Revenue law, Code of 1986, or corresponding section of any future federal Tax Code, or shall be distributed to the Federal, State or Local government for a public purpose. Any 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 such purposes.

ARTICLE XI ENTITLEMENT TO VOTE

There are no members entitled to vote on any proposed amendment to these articles of incorporation at this time.

ARTICLE XII UNLAWFUL ACTS

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

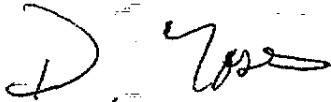
ARTICLE XIII REGISTERED AGENT

Dushawn Moses
393 Chinahill Ct.
Apopka, Florida 32712

ARTICLE XIII EFFECTIVE DATE

These Articles of Incorporation shall have an effective date 5 days prior to filing.

IN WITNESS WHEREOF the undersigned have hereunto subscribed and affixed her seal at Orlando, Florida the 7th day of February 2005.



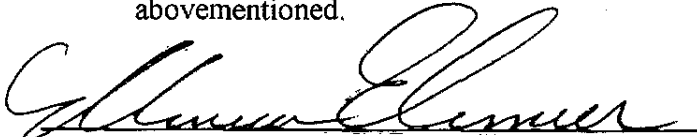
A. Dushawn Moses
143335, Sherman Way, Apt.330
Van Nuys, California 91405

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 25 PM 12:20

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 1 day of MARCH 2005, before the undersigned authority, personally appeared before me well known or known to me to be persons described in and who executed the foregoing Articles of Incorporation, and who severally acknowledged the execution thereof to be their free act and deed for the uses and purposed therein expressed.

WITNESS MY HAND and official seal at Orange county Florida the day and year first abovementioned.



Notary Public
State of Florida



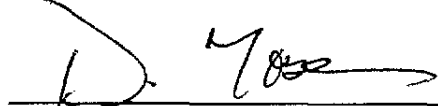
MONICA E. CONNER
MY COMMISSION # DD 313832
EXPIRES: April 27, 2008
Bonded Thru Budget Notary Services

My commission expires:
(SEAL)

Identification Produced: _____

REGISTERED AGENT ACCEPTANCE

Having been name as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



A. Dushawn Moses

Date: MARCH 1, 2005