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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

The Daw Film Foundation, Inc.

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ARTICLES OF INCORPORATION

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The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

The Daw Film Foundation, Inc.

ARTICLE II PRINCIPAL

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

The Daw Film Foundation, Inc.

P.O. Box 4084

Key West, FL 33041

ARTICLE III PURPOSE(S)

To provide funding grants and scholarships to independent filmmakers film school students and other cinematic artists.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE IV

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Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Method of election of directors are to be stated in the bylaws.

ARTICLES V

Initial Directors/Officers

The names and street addresses of the Directors/Officers: (OPTIONAL)

William Daw - P.O. Box 4084, Key West, FL 33041 - President/Director

ARTICLES VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

**CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, FL 32301**

ARTICLES VII

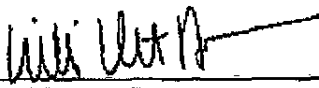
Incorporators

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

William Daw - 722-C Caroline Street, Key West, FL 33040

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26th day of September 2005.


SIGNATURE

William Daw
Incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **The Daw Film Foundation, Inc.**

2. The name and address of the registered agent and office is:

CorpDirect Agents, Inc.

Name

515 East Park Avenue

(P.O. Box or Mail Drop Box NOT Acceptable)

Tallahassee, FL 32301

(City / State / Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Ed B. Lary, Ass't Sec.

Ed B. Lary - Ass't Sec.
Signature

09-29-2005

(Date)

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