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FLORIDA PROFIT/NON PROFIT CORPORATION

association of agents, managers and representatives

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ARTICLES OF INCORPORATION

⑤
OF
ASSOCIATION OF AGENTS, MANAGERS AND REPRESENTATIVES
OF THE ENTERTAINMENT INDUSTRY INC.
(A Florida Corporation Not-For-Profit)

These articles constitute the Articles of incorporation of the ASSOCIATION OF AGENTS, MANAGERS AND REPRESENTATIVES OF THE ENTERTAINMENT INDUSTRY, a corporation not-to-profit organized under the laws of the State of Florida.

Article I
Name

The name of the Corporation is ASSOCIATION OF AGENTS, MANAGERS AND REPRESENTATIVES OF THE ENTERTAINMENT INDUSTRY INC.

Article II
Not Profit Purpose

The purposes for which the Corporation is formed are:

1. To promote agents, managers, and entertainment representatives and their clients in the state of Florida. To promote and support increased opportunities for the development of agents, managers, and entertainment representatives and their clients. To promote and encourage talent in the State of Florida by providing information regarding skilled personnel and representation assistance to Florida and non-Florida companies. To assist and collaborate with any and all other organizations, managers, representatives and/or agencies desirous of achieving these purposes.
2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.
3. This corporation is organized as a trade association within the scope and meaning of associations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of the any future United State Internal Revenue).

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Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by associations that qualify as exempt organizations under Section 501 (c) (6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 its purposes as set forth in and limited by these Articles.

Upon the 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 assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to associations that qualify as exempt organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by of the appropriate Court of the county in which principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III **Duration**

The term of existence of the Corporation is perpetual.

Article IV **Membership**

Membership in the Corporation shall be as regulated by the bylaws.

Article V **Principal Office and Mailing Address**

The principal office address and mailing address of the corporation is 245 S.E. 1st Street, Suite 336, Miami Florida 33131

Article VI **Initial Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 12121 NE 16th Ave, North Miami, Florida, 33161 and the name of the initial registered agent of this corporation at that location is Joseph A. Spirti, Jr.

Article VII
Directors and Officers

The Corporation shall be operated and managed by five (5) directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner in which the directors are to be elected or appointed is as stated in the By-laws. The business affairs of this Association shall be managed by the Board of Directors in accordance with the Articles of Incorporation and By Laws of this Association. The names and addresses of the initial directors and officers until the first election are:

Christine Donalds
c/o Martin & Donalds
2131 Hollywood Blvd.
Suite 308
Hollywood, FL 33020

Tammy Green
c/o The Green Agency
1620 Drexel Ave.
Miami Beach, FL 33139

Peggi McKinley
c/o The Talent Group
1688 Meridian Suite, #500
Miami Beach, FL 33139

Arthur Jeremy Foster-Fell
c/o ArthurArthur (Miami) Inc
245 S.E. First Street
336
Miami FL 33131

Kelly Paige
c/o Level Models
12807 West Hillsborough Ave.
Tampa, FL 33635
Article VIII

Article VIII
Incorporator

The name and address of the incorporator(s) hereof are as follows:

Arthur Jeremy Foster-Fell
c/o ArthurArthur (Miami) Inc
245 S.E. First Street #336
Miami, Florida 33131

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Article IX
Commencement of Existence

The Corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

Article X
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have subscribed my name this 7th day of

December 2006.


[Signature]
Incorporator

STATE OF FLORIDA
COUNTY OF Dade

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared _____, who showed identification _____ to me known to be person described in and who respectively executed the foregoing instrument and who acknowledged before me that said person executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of Dec. 8th 2006.

[Signature]
Notary Public, State of Florida

 Notary Public - State of Florida
Commission Number 00171077
My Commission Exp. December 11, 2006

CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named in the Articles of Incorporation of **ASSOCIATION OF AGENTS, MANAGERS AND REPRESENTATIVES OF THE ENTERTAINMENT INDUSTRY, INC.**, as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

[Signature]
Joseph A. Spirito Jr., Registered Agent

Date: Dec. 8, 2006

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