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# JOHN C. GOEDE, P.A.

A LEGAL PROFESSIONAL ASSOCIATION  
Attorney at Law

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9915 Tamiami Trail N  
Suite #1  
Naples, FL 34108

**Please direct all correspondence to: 9915 Tamiami Trail North, Suite #1, Naples, FL 34108**

April 1, 2008

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: *Articles of Incorporation*  
*NIFF, Inc., a Florida not-for-profit corporation*

Dear Sir and/or Madam:

Please find enclosed the Articles of Incorporation for NIFF, Inc., a *Florida not-for-profit corporation*. I have enclosed herewith my client's check #1042 in the amount of \$78.75 (\$70.00 for necessary filing fee and designation of Registered Agent Fee. Also, \$8.75 for necessary Certificate of Status) made payable to Florida Department of State referencing the proper filing fee. Once the Articles have been filed please forward the Certificate of Status to my attention at the above referenced address.

Thank you in advance for your prompt attention to this matter.

Sincerely yours,

  
John C. Goede, Esq.

JCG/jg  
Enclosures as stated

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**ARTICLES OF INCORPORATION  
OF  
NIFF, INC.**

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME AND DURATION**

The name of the Corporation (the "Corporation") is NIFF, Inc. The term of existence of the Corporation is perpetual. The corporate existence will commence upon filing of these Articles by the Department of State.

**ARTICLE II**  
**ADDRESS**

The initial principal office or mailing address of the Corporation is:

1100 Sixth Avenue South  
Suite 226  
Naples, Florida 34102

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the purpose of:

Contributing to education by increasing students' awareness of the creative process, cultural connection, application of film to their everyday lives, and provides opportunities available to students pursuing a career in the film industry. To showcase and promote film projects developed by independent and student filmmakers. To provide exposure to the culturally and economically diverse community by raising awareness of the art and business behind cinematography.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be c/o Law Office of John C. Goede, P.A., 9915 Tamiami Trail N., Suite 1, Naples, Florida 34108, and its initial registered agent at such office shall be John C. Goede, Esq.

**ARTICLE V**  
**DIRECTORS**

There shall be seven Directors of the initial Board of Directors of the Corporation, who will serve until the first election of Directors. The name and addresses of the Directors are as follows:

Rowan Samuel  
1100 Sixth Avenue South  
Suite 2 & 3  
Naples, Florida 34102

John C. Goede  
1100 Sixth Avenue South  
Suite 2 & 3  
Naples, Florida 34102

Daniel Linehan  
1100 Sixth Avenue South  
Suite 2 & 3  
Naples, Florida 34102

Tim Rowe  
1100 Sixth Avenue South  
Suite 2 & 3  
Naples, Florida 34102

Chuck Ardezzone  
1100 Sixth Avenue South  
Suite 2 & 3  
Naples, Florida 34102

Mike Lehn  
1100 Sixth Avenue South  
Suite 2 & 3  
Naples, Florida 34102

Eric Raddatz  
1100 Sixth Avenue South  
Suite 2 & 3  
Naples, Florida 34102

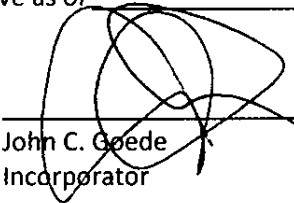
**ARTICLE VI**  
**SPECIAL PROVISION**

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of (b) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

NOW THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a Corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617 has executed these Articles of Incorporation effective as of \_\_\_\_\_, 2009.

  
\_\_\_\_\_  
John C. Goede  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the Corporation is NIFF, Inc.
2. The name and address of the registered agent and office is:

John C. Goede, Esq.  
c/o Law Office of John C. Goede, P.A.,  
9915 Tamiami Trail  
Suite 1  
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above-stated limited liability company 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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 617.0502 of the Florida Statutes.

Dated effective as of \_\_\_\_\_, 2009.

\_\_\_\_\_  
John C. Goede, Esq.  
Initial Registered Agent

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