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**FLORIDA PROFIT/NON PROFIT CORPORATION
BIG BLUE BOX PRODUCTIONS, INC.**

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**ARTICLES OF INCORPORATION
OF
BIG BLUE BOX PRODUCTIONS, INC.**

The undersigned incorporator, by these Articles of Incorporation (the "Articles"), forms a corporation not for profit, pursuant to Chapter 617 of the laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE 1

NAME AND ADDRESS

The name of the corporation shall be **BIG BLUE BOX PRODUCTIONS, INC.** (the "Corporation"). The initial principal place of business and mailing address of the Corporation is 2121 Northwest 21st Street, Miami, Florida 33142.

ARTICLE 2

INITIAL OFFICE; REGISTERED AGENT

The initial registered agent office of the Corporation shall be located at 2121 Northwest 21st Street, Miami, Florida 33142. The initial registered agent shall be Dennis Pastrana at such address.

ARTICLE 3

PURPOSE

The purpose of the Corporation shall be:

3.1 to aid, assist, promote and provide employment training, rehabilitation and opportunities for the personal growth of the handicapped, the disabled, the aged and the disadvantaged, whether such handicap or disability to be physical, emotional or social. The Corporation shall seek to assist the handicapped, the disabled and the disadvantaged to attain the fullest development of which they are capable, by the inspiration of religion, through occupational training, and useful employment, and by the skilled use of the techniques of rehabilitative social work and life guidance;

3.2 to create, produce, sell, donate or purchase articles, films, recordings, documents or other materials by any medium that further the objectives or purposes of the Corporation.

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3.3 to purchase, lease, hold, sell, develop, mortgage, convey and otherwise acquire and dispose of real property necessary and proper for the carrying out of the purpose of this Corporation, and to erect, equip and maintain one or more:

- (a) studios or work centers or other facilities for the creation or production of articles, films, recordings, documents or other materials intended to promote opportunities to aid, assist, train and employ the disabled, the handicapped, the aged and the disadvantaged;
- (b) workshops to make and repair articles of clothing, furniture, toys and other general articles that can be advantageously made by the persons to be benefited;
- (c) training centers for the training and educating of the persons to be benefited;
- (d) stores for the display and sale of the products made by such persons;

3.4 to acquire by grant, gift, purchase, devise or bequest both real or personal property of every nature and description;

3.5 to invest and reinvest surplus funds of the Corporation in such securities or other property as the Directors shall from time to time determine;

3.6 in general, to carry on any lawful business whatsoever in connection with the foregoing objectives or which is calculated directly or indirectly to promote the charitable objectives of the Corporation and hence enhance the value of its property or fulfill its program of aid to the disabled, the aged and the handicapped; and

3.7 to do each and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated or which at any time appear conducive to or expedient for the protection or benefit of this Corporation or the fulfillment of its objectives.

ARTICLE 4

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

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ARTICLE 5**TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

ARTICLE 6**POWERS**

6.1 **General.** The Corporation shall have all of the common-law and statutory powers of a corporation, organized not for profit under the Florida Statutes, as amended, which are not in conflict with the provisions of these Articles or the By-Laws of the Corporation (the "By-Laws").

6.2 **Enumerated Powers.** In addition to, and not in limitation of, the powers described in Section 6.1, the Corporation shall have all of the powers and duties reasonably necessary to exercise such powers, duties and obligations of the Corporation including those powers set forth in the By-Laws, as they may be amended from time to time.

6.3 **Distribution of Income.** The Corporation shall make no distribution of income to its Directors, officers or shareholders and upon dissolution all assets of the Corporation shall be transferred only to another non-profit corporation or public agency.

6.4 **Limitation.** The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the By-Laws.

ARTICLE 7**MEMBERSHIP**

The Corporation shall have only one member, which shall be Goodwill Industries of South Florida, Inc., a Florida corporation (the "Member").

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ARTICLE 8**DIRECTORS**

8.1 **Number and Qualification.** The property, business and affairs of the Corporation shall be managed by a board of directors of the Corporation ("Board of Directors") consisting of the number of directors (each, a "Director") determined in the manner provided by the By-Laws, which shall consist of not less than three (3) Directors.

8.2 **Duties and Powers.** All of the duties and powers of the Corporation existing under these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval of the shareholders, when such approval is specifically required.

8.3 **Election; Removal.** Directors shall be elected in accordance with and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

8.4 **Initial Directors.** The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Pastrana	2121 Northwest 21 st Street Miami, Florida 33142
Bridget Pallango	2121 Northwest 21 st Street Miami, Florida 33142
Lourdes Little	2121 Northwest 21 st Street Miami, Florida 33142
Beatriz Anazco	2121 Northwest 21 st Street Miami, Florida 33142

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ARTICLE 9**OFFICERS**

The officers of the Corporation and the duties of such officers shall be determined in accordance with the By-Laws.

ARTICLE 10**BY-LAWS**

The first By-Laws shall be adopted by the Member or as otherwise specified in the By-Laws.

ARTICLE 11**AMENDMENTS**

These Articles shall be made, amended or rescinded by the Member.

ARTICLE 12**INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

NAME

Dennis Pastrana

ADDRESS

2121 Northwest 21st Street
Miami, Florida 33142

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Not for Profit Corporation Act of the State of Florida has signed these Articles of Incorporation this 15 day of April, 2010.

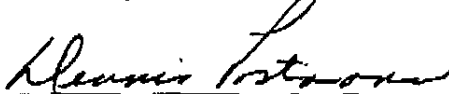


Dennis Pastrana

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for Big Blue Box Productions, Inc., agrees that (i) the undersigned accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) the undersigned is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of April 15, 2010.**REGISTERED AGENT:**

Name: Dennis Pastrana

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