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FLORIDA PROFIT/NON PROFIT CORPORATION
G-Star School Foundation, Inc.

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April 23, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HAILE SHAW & PFAFFENBERGER, P.A.

SUBJECT: G-STAR SCHOOL FOUNDATION, INC.
REF: W12000022321

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporation principal office address must be consistent wherever it appears in your document. Article I list the city of West Palm Beach, FL and the registered agent certificate list the city of North Palm Beach, FL. Please make the necessary correction and return for filing.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION
OF
G-STAR SCHOOL FOUNDATION, INC.**

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is G-STAR SCHOOL FOUNDATION, INC. The principal office and mailing address of the corporation shall initially be located at 2065 Prairie Road, Building J, West Palm Beach, Florida 33406 and may be changed as determined by the Board of Directors of the corporation from time to time.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is a public charity described as a "supporting organization" within the meaning of Section 509(a)(3) of the Code for the sole and exclusive benefit of and to perform the functions of Students in the Arts TV/G-Star TV, Inc., a Florida not-for-profit corporation which operates the G-Star School of the Arts for Motion Pictures and Broadcasting (the "G-Star School"), and an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code. The corporation intends to qualify and at all times operate as a Type 1 supporting organization. The corporation's purpose shall include conducting or supporting activities for the benefit of or to carry out the purposes of the G-Star School. The corporation shall at all times be operated, supervised and controlled, directly or indirectly, by the G-Star School.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have

one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation and payments and distributions may be made in furtherance of one or more of its purposes) or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Code and qualifies as an exempt organization under Section 501(c)(3) of the Code.

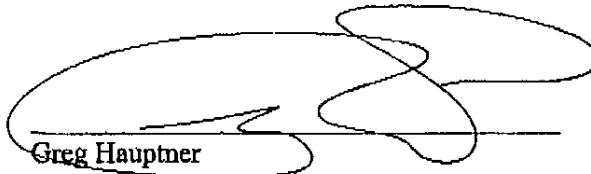
(i) All references herein: (i) to the Code shall be deemed to refer to the Code, as now in force or hereafter amended; and (ii) to particular sections of the Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FIFTH: The street address of the initial registered office of the corporation is 2065 Prairie Rd., Bldg. J, West Palm Beach, Florida 33406, and the name of its initial registered agent at such address is Greg Hauptner.

SIXTH: The name and addresses of the incorporator to these Articles of Incorporation is:

Greg Hauptner
G-Star School Foundation, Inc.
2065 Prairie Rd., Bldg. J
West Palm Beach, Florida 33406

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this 9th day of April, 2012.



Greg Hauptner

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

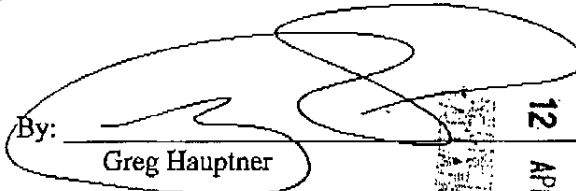
The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

G-STAR SCHOOL FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Greg Hauptner, located at 2030 South Congress Avenue, West Palm Beach, Florida 33406, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 9th day of April, 2012.

By: 
Greg Hauptner

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