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FLORIDA PROFIT/NON PROFIT CORPORATION
305 FILMS FOUNDATION, INC.

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Articles of Incorporation

of

305 Films Foundation, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of State of Florida, do hereby certify:

First: The name of the Corporation shall be 305 Films Foundation, Inc.

Second: The place in this state where the principal office of the Corporation is to be located is: 150 NW 21st Street, Miami, Florida 33127.

Third: Said corporation 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 the corresponding section of any future federal tax code.

Fourth: A. The names and addresses of the persons who are the initial officers and directors of the corporation are as follows:

Gil Green Address: 150 NW 21st Street, Miami, FL 33127

Office: President and Director

Judd Allison Address: 150 NW 21st Street, Miami, FL 33127

Office: Secretary and Director

Eva Silverstein Address: 5255 Collins Avenue, Miami, FL 33140

Office: Director

B. The Initial Board of Directors shall be elected by the incorporator and each initial director so elected shall hold office until the first annual meeting of shareholders and until his successor has been elected and qualified. Thereafter, each director who is elected at an annual meeting of shareholders, and each director who is elected in the interim to fill a vacancy or a newly created directorship, shall hold office until the next annual meeting of shareholders and until his successor has been elected and qualified.

C. Any director may tender his or her resignation at any time. Any director or the entire Board of Directors may be removed, with or without cause, by vote of the shareholders. In the interim between annual meetings of shareholders or special meetings of shareholders called for the election of directors or for the removal of one or more directors and for the filling

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of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the resignation or removal of directors for cause or without cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the 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.

Seventh: The name and Florida street address of the initial registered agent of the corporation is: Incorporating Services, Ltd., 1540 Glenway Drive, Tallahassee, FL 32301

Eighth: The name and street address of the incorporator is: Barry W. Silverstein, 200 Park Avenue South, Suite 1700, New York, New York 10003.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent to act in this capacity.

Barry O. Porter, Post Sec
Signature/Registered Agent

Barry W. Silverstein
Signature/Incorporator

August 29, 2013
Date

August 29, 2013
Date

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