

Department of State
Division of Corporations
P.O. Box 6307
Tallahassee, Florida 32311

N9500001283

SUBJECT One Candle Films, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the Articles of Incorporation for One Candle Films, Inc. and our check for \$70.00

FROM Ken Green
111 Andora Street
St. Augustine, Florida 32086
(904)797-3744

800001416328
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*****70.00 *****00.00

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95 MAR 17 AM 8:50

SECRET
TALLAHASSEE, FLORIDA

~~N9500001283~~

T. BROWN MAR 17 1995

KEN GREEN, REGISTERED AGENT
ONE CANDLE FILMS, INC.
114 ANDORA STREET
ST. AUGUSTINE, FL 32086
(904) 824-2821 (W)
(904) 797-3744 (H)

March 30, 1995

TERESA BROWN, CORPORATE SPECIALIST
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

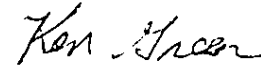
SUBJECT: REGISTERED AGENT TELEPHONE NUMBER

Dear Ms. Brown:

Thank you for your letter of February 28, 1995. As you requested, here is a telephone number where I can be reached during working hours: (904) 824-2821 (or) (904) 797-3744.

If you have any further questions please feel free to write or call me.

Sincerely,



Ken Green
Registered Agent

KG 15
RE: ONE CANDLE FILMS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1995

KEN GREEN
114 ANDORA STREET
ST. AUGUSTINE, FL 32086

SUBJECT: ONE CANDLE FILMS, INC.
Ref. Number: W95000004454

We have received your document for ONE CANDLE FILMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00008900

ARTICLES OF INCORPORATION
OF
ONE CANDLE FILMS, INC.,
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE 1. NAME.

The Name of the Corporation shall be: One Candle Films, Inc.

ARTICLE 2. PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS.

The principal place of business and the mailing address of this Corporation shall be: 114 Andora Street, St. Augustine, FL 32086.

ARTICLE 3. PURPOSES.

The specific purposes for which this Corporation is organized are:

This Corporation is a not for profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation shall be to produce and/or distribute and/or broadcast films and/or videotapes and/or other audio-visual media that promote Christian beliefs and doctrine. To accomplish these purposes this Corporation shall have the following powers:

- A To solicit, raise and receive funds for the purpose of carrying out the objects of this Corporation.
- B To purchase, own, hold, improve, build, rent or lease property, both real and personal, to acquire by gift, devise, bequest or otherwise, property of any kind and character whatsoever and wheresoever located, to sell, convey, pledge, mortgage, or otherwise dispose of or encumber any of such property, to contract and sue and be sued in its corporate name, to have a corporate seal, and to have any and all of the corporate powers presently provided in Section 617.021, Florida Statutes, and any statutory powers subsequently allowed Corporations not for profit.
- C To adopt, amend, repeal, or alter such Bylaws as its Board of Directors may from time to time determine to be desirable, or necessary, for the proper operation of the Corporation.
- D And, in general, to do any and all things as may be necessary or proper to carry out the objects and purpose for which this Corporation is formed.
- E This Corporation is filing under the Federal Income Tax 501(c)(3) of the Internal Revenue Code.

ARTICLE 4. MANNER OF ELECTION OF DIRECTORS.

The business and affairs of this Corporation shall be managed by a President, a Vice President, a Secretary, and a Treasurer, and by a Board of Directors, which shall consist of not less than three, or more than five members. All members of the Board of Directors shall continue to serve until such time that they die, resign, or are replaced or removed by a majority vote of the members of the Board of Directors. In the event that a member of the Board of Directors dies, resigns, or is replaced or removed, the Board of Directors may select another person to fill the vacancy by a majority vote of the members of the Board of Directors.

ARTICLE 5. LIMITATION OF CORPORATE POWERS.

The Corporation shall not engage in any action which is not permitted to be carried on by nonprofit Corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

ARTICLES OF INCORPORATION OF
ONE CANDLE FILMS, INC.,
A FLORIDA NONPROFIT CORPORATION
PAGE TWO

ARTICLE 6. INITIAL REGISTERED AGENT AND OFFICE.

The initial registered agent is Ken Green and the initial registered office 114 Andora Street, St. Augustine, Florida, 32086.

ARTICLE 7. INITIAL BOARD OF DIRECTORS.

The initial Board of Directors shall have 3 members, whose names and addresses are

<u>Name</u>	<u>Address</u>
Uma M. Spell	6861 Catlett Rd., St. Augustine, FL 32095
Ken Green	114 Andora Street, St. Augustine, FL 32086
Casey Fenster	21251 10 Deer Run Rd., St. Augustine, FL 32084

The number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three (3).

ARTICLE 8. OFFICERS.

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. A vacancy in any of these offices which may occur by reason of death, resignation, or replacement or removal may be filled for the remainder of the term by a majority vote of the members of the Board of Directors. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Uma M. Spell	6861 Catlett Rd., St. Augustine, FL 32095
Vice President	Ken Green	114 Andora Street, St. Augustine, FL 32086
Secretary	Uma M. Spell	6861 Catlett Rd., St. Augustine, FL 32095
Treasurer	Ken Green	114 Andora Street, St. Augustine, FL 32086

ARTICLE 9. INCORPORATORS.

The names and addresses of the Incorporators of this Corporation are

<u>Name</u>	<u>Address</u>
Uma M. Spell	6861 Catlett Rd., St. Augustine, FL 32095
Ken Green	114 Andora Street, St. Augustine, FL 32086

ARTICLE 10. NONSTOCK BASIS.

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE 11. QUALIFICATIONS OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Every member of the Board of Directors of this Corporation shall be a member of the Corporation. No other person shall be a member of this Corporation.

ARTICLE 12. DURATION

The term for which this Corporation is to exist shall be perpetual.

ARTICLES OF INCORPORATION OF
ONE CANDLE FILMS, INC.,
A FLORIDA NONPROFIT CORPORATION
PAGE THREE

ARTICLE 13. BYLAWS

The Bylaws of this Corporation are to be made, amended, altered or rescinded by the Board of Directors of this Corporation. The adoption of said Bylaws and the amendment, alteration or revision of any of such Bylaws shall be by the majority vote of the members of the Board of Directors of this Corporation.

ARTICLE 14. AMENDMENT TO THE ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member of the Board of Directors. Amendments to these Articles of Incorporation may be adopted by a majority vote of the Board of Directors.

ARTICLE 15. LIMITATIONS

There shall be no limitation on the amount of value of real estate or improvements thereon which this Corporation may hold or own at any one time. Neither shall there be any limitation of indebtedness or liability to which the Corporation may at any time subject itself except such limitations as may be established by the Board of Directors of this Corporation.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 24th day of February, 1982.

Tim M. Spell
(Tim M. Spell)

Ken Green
(Ken Green)

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

Tim M. Spell
Ken Green

Before me personally appeared *Tim M. Spell* to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that (s)he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of February, 1982.

James M. Spell
Notary Public, State of Florida at Large
My Commission expires
(SEAL)

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ONE CANDID FILMS, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

KEN GREEN
(Name)

114 Arborvitae Street
(Street address - P. O. Box not acceptable)

24 Augustine, FL 32086
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Ken Green
(Signature)

2 24 95
(Date)

Registered Agent filing fee \$35.00

N9500000/283

Requestor's Name
Tina Spell
6861 Catlett Rd.
St. Augustine, FL 32095

City/State/Zip Phone #

Office Use Only

FILED
96 NOV -7 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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-09/17/96--01115--005
*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Uo/d is

VS NOV 14 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1996

TINA SPELL
6861 CATLETT ROAD
ST. AUGUSTINE, FL 32095

SUBJECT: ONE CANDLE FILMS, INC.
Ref. Number: N95000001283

We have received your document for **ONE CANDLE FILMS, INC.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The subject corporation was administratively dissolved on August 23, 1996 for failure to file its 1996 annual report.

To voluntarily dissolve this corporation, a notarized affidavit must accompany the Articles of Dissolution stating that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation. Or, a statement to this effect can be contained in the Articles of Dissolution.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 596A00043855

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this non-profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is One Candle Films, Inc.

SECOND: Adoption of dissolution for the corporation, which has no members. The date of adoption of the resolution to dissolve the corporation by the board of directors was March 1, 1996.

Be it also hereby resolved that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation.

The number of directors in office was 2 and the vote for the resolution was 2 for and 0 against.

Signed this 6th day of October, 1996.

Signature Ken Green

KEN GREEN

PRESIDENT

FILED

96 NOV -7 AM 9:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA