

# N95000001915

KENT, HAYDEN, FACCILO & McMORROW, P.A.

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200 WEST FORSYTH STREET, SUITE 1330  
JACKSONVILLE, FLORIDA 32202

FREDERICK H. KENT, JR.  
CALVIN E. HAYDEN  
V. JAMES FACCILO  
THOMAS F. McMORROW  
RICHARD C. JOHNSON

TELEPHONE (904) 355-1330  
TELECOMEX (904) 355-1115

PLEASE REPLY TO:  
POST OFFICE BOX 53075  
JACKSONVILLE, FLORIDA 32201-3075

April 3, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

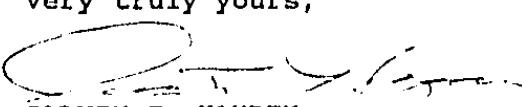
RE: State of Florida

Gentlemen:

Enclosed herewith is Articles of Incorporation of Creative License, Inc. together with our check payable to you in the amount of \$122.50 to cover the costs of filing and a certified copy of the Articles of Incorporation.

If you find the enclosed is in order, please accept the Articles and forward to us the appropriate Certificate of Incorporation together with certified copies of Articles of Incorporation.

Very truly yours,

  
CALVIN E. HAYDEN  
CEH:bm  
Enclosure(s)

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-04/07/95--01080--009  
\*\*\*122.50 \*\*\*122.50

~~45-7879~~

FILED  
95 APR 21 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
4/12/95

~~789,626,671~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 12, 1995

CALVIN E. HAYDEN, ESQUIRE  
KENT, HAYDEN, FACCILOLO, ET AL  
P.O. BOX 53075  
JACKSONVILLE, FL 32201-3075

SUBJECT: CREATIVE LICENSE, INC.  
Ref. Number: W95000007879

We have received your document for CREATIVE LICENSE, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 695A00016798

Note change in "Article VII: Board of Directors."

ARTICLES OF INCORPORATION  
OF  
CREATIVE LICENSE INC.  
A CORPORATION NOT FOR PROFIT

FILED

95 APR 21 PM 12:51

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be:

CREATIVE LICENSE, INC. (hereinafter referred to as "Corporation".)

ARTICLE II. PURPOSES

The purpose and object of the Corporation shall be to exercise all of the rights, powers and duties granted to it under the laws of the State of Florida and that of the United States of America. To encourage cooperation and free intercourse among artist, art teachers, art students, craftsman, publishers, and others engaged in artistic activities; to promote, produce, further and direct and encourage participation in all activities pertaining to the fine arts and performing arts; to hold competitions, exhibitions, and recitals, and to promote the study and improvement of the arts. To cultivate, promote, foster, sponsor, and develop among its members the appreciation, understanding, taste, and love of the fine arts, musical arts, and performing arts; to secure the interest and patrons of these arts; to encourage the composition of the fine arts, musical arts, and performing arts. To produce by its members so as to provide social activities, entertainment, and amusement, and voluntary exploitation of their talents, all for no pecuniary gain; to increase cooperation among and advancement of artists, art students, actors, actresses, writers, producers, craftsman, publishers, and all others engaged in artistic and theatrical activities; to produce theatrical plays, subsidize current plays, to produce dance recitals, and musicals; to provide and organize try-out centers for producers and to screen new plays and musicals preparatory to production; to train new talent for the professional stage; to hold competitions and exhibitions; and to promote the study, improvement and advancement of the arts; and to lawfully do any and all things necessary, suitable, and proper for the accomplishment of these purposes.

ARTICLE III. POWERS

The Corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the United States.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Corporation.

ARTICLE IV. VOTING

A. The affairs of the Corporation shall be administered and managed by the Board of Directors as described in Article VII hereof.

B. There shall be no classes of voting of the Board of Directors.

#### ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI. OFFICE

The principal office of the Corporation shall be 9432 Baymeadows Road, Suite 150, Jacksonville, Florida 32256-0150.

#### ARTICLE VII. BOARD OF DIRECTORS

A. The business affairs of this Corporation shall be managed by a Board of Directors that shall never be less than three (3) individuals, no more than seven (7). Directors shall be elected as provided for in the Bylaws. Each member of the Corporation, Board of Directors shall be entitled to one vote.

B. The name and addresses of the persons who are to serve as initial Board of Directors until their successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
Glenn A. Overman	9432 Baymeadows Road, Suite 150 Jacksonville, Florida 32256-0150
Donna L. Edwards	9432 Baymeadows Road, Suite 150 Jacksonville, Florida 32256-0150
Maria Wallace	3847 Little Lane Jacksonville, Florida 32223

#### ARTICLE VIII. OFFICERS

A. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and, if any, an Assistant Secretary and Assistant Treasurer, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers and Directors of the Corporation may not be compensated.

C. The persons who are to serve as officers of the Corporation until their successors are chosen are:

<u>Officer</u>	<u>Name</u>
President	Glenn A. Overman
Vice President	Donna L. Edwards
Secretary/Treasurer	Donna L. Edwards

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the

same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

#### ARTICLE IX. BY-LAWS

A. The Board of Directors shall adopt by a majority vote the original By-laws of the Corporation.

B. The By-laws may be amended, altered or rescinded upon the proposal of the Board of Directors. Upon such a proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at that meeting. The proposal shall be passed if a majority of the votes present at a meeting at which a quorum is present vote to approve the proposal.

#### ARTICLE X. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended upon the proposal of the Board of Directors. Upon such proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at the meeting. The proposal shall be passed if at least two-thirds (2/3) of the electors approve.

B. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary of State of the State of Florida.

#### ARTICLE XI. INDEMNIFY

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, incurred by him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided, that in the event any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### ARTICLE XII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Directors or Officers except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

#### ARTICLE XIII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is as follows:

Glenn A. Overman

9432 Baymeadows Road, Suite 150  
Jacksonville, Florida 32256-0150

ARTICLE XIV. SUBSCRIBER

The name and address of the subscriber to these Articles is:

Glenn A. Overman                      9432 Baymeadows Road, Suite 150  
Jacksonville, Florida 32256-0150


Donna L. Edwards                      9432 Baymeadows Road, Suite 150  
Jacksonville, Florida 32256-0150

Maria Wallace                      3847 Little Lane  
Jacksonville, Florida 32223

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 25<sup>th</sup> day of March, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
Glenn A. Overman

  
Donna L. Edwards

  
Maria Wallace



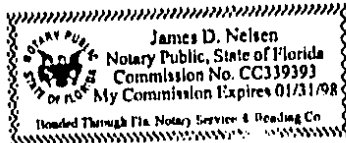
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 28 day of March, 1995, by Glenn A. Overman, subscriber. *Glenn A. Overman*

*James D. Nelsen*  
\_\_\_\_\_  
JAMES D. NELSEN  
(Notary should print name under signature)  
Notary Public, State of Florida  
My Commission Expires:  
My Commission No:

(SEAL)



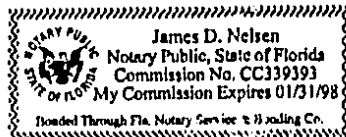
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 28 day of March, 1995, by Donna L. Edwards, subscriber. *Donna L. Edwards*

*James D. Nelsen*  
\_\_\_\_\_  
JAMES D. NELSEN  
(Notary should print name under signature)  
Notary Public, State of Florida  
My Commission Expires:  
My Commission No:

(SEAL)



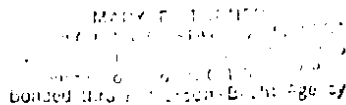
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 28 day of March, 1995, by Maria Wallace, subscriber. *Personally known to me.*

*Mary E. Turner*  
\_\_\_\_\_  
Mary E. Turner  
(Notary should print name under signature)  
Notary Public, State of Florida  
My Commission Expires: 11-22-95  
My Commission No: CC 156788

(SEAL)



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

Pursuant to Chapter 48.091, Florida Statutes, Creative License, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Glenn A. Overman located at 9432 Baymeadows Road, Suite 150, Jacksonville, Florida 32256-0150, as its resident agent to accept service of process within this state.

ACKNOWLEDGEMENT

The undersigned 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 said Act relative to keeping my office open.

  
Glenn A. Overman