

N96000000793

TRANSMITTAL LETTER

FILED

96 FEB 15 AM 11:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FMPTA Sarasota/Manatee Chapter, Inc.
(Proposed corporate name - must include suffix)

600001697096
-01/24/96--01036--024
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Lea Smith Johnson
Name (Printed or typed)

4026 37th St. Ct. West
Address

Bradenton, FL 34205
City, State & Zip

941-755-0975
Daytime Telephone number

789,626,671
W96-7124

NOTE: Please provide the original and one copy of the articles.

GB 2/15/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 FEB 15 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 1996

LEA SMITH JOHNSON
4026 37TH ST CT WEST
BRADENTON, FL 34205

SUBJECT: FMPTA SARASOTA/MANATEE CHAPTER, INC.
Ref. Number: W96000002124

We have received your document for FMPTA SARASOTA/MANATEE CHAPTER, INC. and your check(s) totaling \$78.75. 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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 096A00003714

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

FMPTA Sarasota/Manatee Chapter, Inc.

ARTICLE II

Principal place of business and mailing address. The principal place of business and mailing address of this corporation shall be:

FMPTA Sarasota/Manatee Chapter, Inc.
P.O. Box 49043
Sarasota, FL 34236-6043

ARTICLE III

Purposes

The specific purposes for which the corporation is organized are:

- A. To promote the film, television and recording industries in the state of Florida.
- B. To promote and support increased opportunities for the development of film, television and recording productions by Floridians and Florida based production companies.
- C. To promote and encourage production in the state of Florida by providing information about skilled personnel and other assistance to both Florida and non-Florida companies.
- D. To assist and collaborate with any and all other organizations and/or agencies desirous of achieving these purposes.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Refer to pages two through ~~four~~ detailing Article IV.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 15 AM 11:29

FILED

ARTICLE IV. BOARD OF DIRECTORS

The Business of the FMPTA shall be managed by a Board of Directors. The Board shall be composed of all elected officers and appointed committee chairs. The immediate past president shall also be an honorary member of the board for one year.

- A. ELECTED OFFICERS shall consist of President, Executive Vice President, Vice President, Recording Secretary, and Treasurer. Chapters may also elect a Corresponding Secretary and/or such additional DIRECTORS as are determined and elected by the membership. The chapter may define the geographical area from which a Director may be elected if so desired. *The elected officers also serve as the Board of Directors for the chapter (which are elected by the membership).*
- B. DUTIES of officers shall be as follows: *officers*

1. PRESIDENT
Shall preside over membership and/or Board meetings. Shall be an ex officio member of all committees, except a nominating or election committee. Shall appoint the standing committee(s) chairperson(s) with the concurrence of the Board of Directors. Shall perform such other services/duties as are incident to the office. A Chapter President shall be a delegate to the State Board.
2. EXECUTIVE vice PRESIDENT
Shall perform such duties and services as may be required by the Board of Directors and, in the event that the president is absent or unable to act, shall perform the duties of the office of president. They shall be a delegate to the State Board.
3. VICE PRESIDENT
Shall be an ex officio member of all committees, except nominating or election committees, and shall see to it that each committee is meeting as often as necessary, and is functioning properly.
4. RECORDING SECRETARY
Shall record, distribute and maintain the official record copies of the minutes of all general membership, Board of Directors, and special meetings. Shall keep a roster of members. Shall perform such other services as are incident to the office and as are from time to time required by the Board of Directors.
5. CORRESPONDING SECRETARY
Shall attend to the correspondence and issue such notices as may be required, provide record copies to the Recording Secretary and assist the Recording Secretary as needed. Perform other duties as may be incident to the office or required by the Board.
6. TREASURER
Shall keep records of and account for all funds and expenditures. Shall make deposits and issue checks. Shall provide written statements monthly; in the case of the State Treasurer as needed for State Board meetings. Shall cooperate and advise the Board of Directors in matters relating to the fiscal affairs of the organization. The President, Executive Vice President, Vice President and Treasurer shall be signatories to any and all bank accounts and/or other funds, all of which shall require two (2) signatures for checks or withdrawals. Chapters shall publish in the newsletter after the end of the fiscal year a statement of income and expenditures prepared by the Treasurer. The State Treasurer shall also prepare a year end statement for distribution to the State Board.

C. *Nominations shall be conducted yearly at such time and place as may be determined by the Board of Directors.*

~~13C. There are three candidates, none receives more than 50% of the top two vote getters then face off in a runoff election.)~~

D ELECTIONS WITHIN 13 MONTHS

Elections should take place twelve (12) months after the previous elections and shall be completed not more than thirty (30) days later. (Note: There is no calendar year requirement)

E PROXY VOTING

There shall be no voting by proxy at any election or at any meeting.
Voting by absentee ballot is permitted at chapters.
No member may cast more than one (1) vote no matter what their voting membership category is.

F TWO MEETINGS REQUIRED

Chapter nominations shall take place at one meeting and elections at the next meeting.
(Note: The rule may be waived for a position for which there was no nominee at the previous meeting but for which there now is at the 'election' meeting. A motion to waive the rule is required).

~~and has been separated out for clarity and visibility only)~~

VACANCIES

A. PRESIDENT

In the event of the death, resignation, suspension/revocation or incapacity of the President the Executive Vice President shall serve as President for the balance of the term.

B. OTHER OFFICES - STATE, CHAPTER

1. State. Vacancies in other elected offices shall be filled by majority vote of the State Board for State Board positions. If however State nominations and/or elections are scheduled for the next meeting the position(s) shall be left vacant.
2. Chapter.
 - (a) Chapter vacancies are filled by nominations and elections by the membership at the next chapter membership meeting.
 - (b) In the event that there are ninety (90) days or less the chapter members may elect to leave the position open.

C. SERVE BALANCE OF TERM

Officers elected to fill vacancies shall serve for the balance of their term.

D REMOVAL FROM OFFICE

Any elected officer or appointee may be removed by the body that elected or appointed them using the same procedures as were in effect for their election or appointment.

Provided however that any suspension or revocation as may be authorized elsewhere in these Bylaws has precedence over this provision.

(Note: This would not preclude action to remove an officer under these provisions being taken after a suspension under other provisions, however, a suspension, if warranted, would come first. If however an officers membership has been revoked there would be no need to apply these provisions. Obviously if they are not a member they cannot be an officer, as would be the case if dues are not current).

AMENDMENTS

Amendments are a two step, two meeting process.

A. WHO MAY OFFER

Proposed amendments to these bylaws may be offered only by the following officers at any State Board Meeting: Chapter President, Chapter Executive Vice President, Chapter Vice President. The proposed amendment(s) must be made in writing (with copies for all Board members).

B. STEP ONE - FIRST MEETING

The amendment is offered as a motion. A vote to accept the amendment for consideration (after debate, if any) is taken. If approved no further action is taken at that meeting. (The amendment is not yet in effect).

C. STEP TWO - SECOND MEETING

Assuming the amendment(s) were previously approved for consideration they become the first agenda item at the next scheduled State Board meeting. Exception. If the Board so votes a special board meeting may be scheduled. However such a meeting may not take place sooner than thirty (30) days following the meeting at which the amendment(s) were offered.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

Refer to pages *five* through *eight*.

ARTICLE VI

Initial registered agent and street address The name and the street address of the initial registered agent is:

Lea Smith Johnson
4026 37th St. Ct. West
Bradenton, FL 34205

ARTICLE V MEMBERSHIP

A. **ELIGIBILITY** Any person, firm, corporation, guild, union, or collective bargaining agent engaged in the motion picture, videotape, television or recording industry in the state of Florida, or in any business or occupation directly or indirectly related thereto, shall be eligible for membership in the appropriate category in this association. All decisions regarding eligibility of an applicant shall be made by the Board of Directors of the local chapter or the State Board of Directors in accordance with these bylaws.

B. **CATEGORIES** of membership shall be as follows:

1. Individual
2. Corporate
3. Student
4. Associate
5. Lifetime Honorary

C. **DEFINITIONS of CATEGORIES:**

1. **INDIVIDUAL Membership.** Any individual directly engaged in the motion picture, television, videotape or recording industries in the state of Florida, or in any business or occupation directly related thereto shall be eligible for Individual membership.
2. **CORPORATE Membership.** Any person, firm, corporation, guild, union, or other collective bargaining unit engaged in the motion picture, television, videotape or recording industries in the state of Florida; or in any business or occupation directly related thereto, and who is licensed as a business or incorporated in the state of Florida, shall be eligible for Corporate Membership.
3. **STUDENT Membership.** Any person enrolled or engaged in a full time course of study in film, television, theatrical arts, or in any of the communications fields at any accredited college, university, secondary, trade or industry related school and not employed in the industry shall be eligible for Student Membership.
4. **ASSOCIATE Membership.** Any person, firm or corporation not eligible for membership in one of the above categories may apply for Associate Membership.
5. **LIFETIME HONORARY Membership.** The name of any person recommended by a majority of a Chapter Board of Directors must be submitted to the State Board of Directors for approval. The State Board of Directors also may independently award such memberships. If approved they shall not pay dues, vote, hold office, or chair a committee. Proposed Lifetime Honorary Members may only be approved by a majority vote of the State Board of Directors.
6. **STATE Membership.** The State Board may establish additional membership categories and define qualifications, privileges, responsibilities and dues for State Members.

D. PRIVILEGES OF MEMBERSHIP

Upon payment of all dues and fees to the local chapter and approval of membership therein individual and corporate members, except/unless as provided elsewhere in these bylaws, shall be entitled to all privileges of membership, including:

1. The right, after ninety (90) days of membership, to hold any elected office. The right to be appointed to any other office
2. The right to vote at any regular or special meeting of the membership
 - (a) Individual members shall have one (1) vote
 - (b) Corporate members shall have three (3) votes
3. The right to attend and observe State Board of Directors Meetings
4. The right to attend and participate in any State FMPTA Convention
5. The right to attend membership meetings of any duly constituted chapter of the FMPTA. This right does not include voting, being elected, serving on any committee, or being listed in any directory or publication published by a chapter other than the one in which they are a dues paying member

6. The right to transfer without penalty to another chapter. The member shall inform the affected chapters in writing.
7. No member may hold elected office in more than one chapter at any one time.
8. A voting member may not vote on behalf of more than one Corporate member, further, a designee authorized to vote on behalf of a Corporate member may not cast any additional votes.
9. Members in all other categories of membership have the privileges stated above but are non-voting, may not hold an elected office, and may not chair any committee, except as may be specified elsewhere in these bylaws.

E. Responsibilities OF MEMBERS.

In applying for and accepting membership in the FMPTA members:

1. Agree to support the goals the FMPTA and of the local chapter and to provide all possible assistance in achieving these goals.
2. Agree to uphold high professional standards and to avoid any practice or activity which may be detrimental to the industry, the FMPTA, the Chapter, or its members.
- 3.

F. REVOCATION OR SUSPENSION

1. A chapter board of directors may revoke or suspend the membership of a member in any membership category who fails to meet their responsibilities as generally defined in E, above or for other good cause. This may only be done after a hearing during which the affected member is heard.
2. The member may appeal the revocation or suspension to the board within 30 days of notification. If the appeal is denied the member may request a vote of the membership at the next regular membership meeting at which time the board shall state the basis for the revocation or suspension and the member shall personally present their basis for appeal, after which a vote shall be taken by secret ballot. In the event that the membership refuses to overturn the decision of the board the member may appeal to the State FMPTA Board of Directors whose decision shall be final.
3. The State Board of Directors may also initiate action to revoke or suspend membership of any member for similar cause. The following procedures apply:
 - (a) A two-thirds affirmative vote of those present, assuming a quorum, shall be required.
 - (b) If approved the affected member shall be informed (of the intent to revoke/suspend) by registered letter, return receipt requested, under the signature of the State President. The letter shall clearly state the basis, date of the action, and appeal procedures.
 - (c) In such a case those affected may appeal to the board and have the right to a hearing before the board. Any (notice of) appeal must be postmarked not later than thirty (30) days after receipt of the notice of intent to suspend or revoke.
 1. The board shall hear the appeal, which must be presented in person by the affected member, at the next board meeting.
 2. After hearing the appeal the board shall again vote on the matter.
 3. A two-thirds affirmative vote of the Full board shall be required to uphold the original action.

G. DUES

1 Chapter dues are payable in full upon application for membership and are for a twelve month period. They are subsequently payable during the members anniversary month of joining.

2. The State Board of Directors shall establish the dues for each membership category at the last quarterly meeting of the year or, lacking a quorum, at the first board meeting at which a quorum is present. A two-thirds majority of the board may authorize a change of dues at any other time.

3. Apportionment of dues to the State FMPTA is established by the State Board of Directors and shall be reviewed and/or altered following a change of dues. A majority of the board may authorize a review and/or change at any other time. Each chapter shall be notified of any change and said change, if any, shall be considered a part of these bylaws. State dues (from chapters) are payable to the treasurer not less than quarterly.

H. APPLICATION FOR MEMBERSHIP

To become a member of the Florida Motion Picture and Television Association each interested person or Corporation must obtain the sponsorship of two voting members and then transmit a signed application form to an officer, director, or membership chairman of the chapter, or other designated person(s), together with all dues and fees as prescribed. The Board of Directors shall act upon said application at their next regularly scheduled meeting. Any applicant not accepted for membership may request a hearing before the Board of Directors. If the application is still denied the applicant may request a hearing before the State FMPTA Board of Directors. The Chapter Board shall follow the decision of the State FMPTA Board in such cases.

ARTICLE V - MEETINGS

A. PARLIAMENTARY RULES.

All meetings shall be conducted in accordance with Robert's Rules of Order, Revised, when not specifically inconsistent with these bylaws.

B. REGULAR MEETINGS

1. Membership.

Chapter membership meetings will be held monthly at a place designated by the Board of Directors or voted upon previously by the membership. Meeting location and date can be changed by vote of the membership. Any change in the meeting place or date must be published in the chapter news letter or by a separate mailed notice to all members at least five (5) days prior to either the original date or the new meeting date, whichever occurs first.

2. Board of Directors

The Board of Directors shall meet at the discretion of the President but shall meet at least monthly.
The State Board shall meet at least quarterly.
The date for the next meeting shall be set prior to adjourning.

C. SPECIAL MEETINGS

Special (or unscheduled) membership meetings may be called by the President on their own initiative at any time.

Members may call a special meeting at any time upon presenting a written request from ten percent (10%) of the voting membership. Notice of the time, place and agenda shall be given the membership not less than five (5) days prior either by publication in the newsletter, by separate mailed notice or by

telephoning each member. The purpose of the meeting must be clearly stated. Only business on this announced (the purpose) agenda may be conducted.
Board of Directors Special meetings of the Board of Directors may be called by the President on their own initiative at any time. Any three (3) members of the board may similarly call a board meeting. All board members shall be given written or telephonic notice not less than forty-eight (48) hours in advance. Notification shall consist of date, time, place and agenda. Only such business as is on the agenda can be conducted.

ARTICLE QUORUMS

D. QUORUMS

1. MEMBERSHIP

Fifteen percent (15%) of the voting membership shall constitute a quorum to conduct business at either a regularly scheduled or special membership meeting. For the purposes of determining a quorum a Corporate member shall be counted as one (1) member irrespective of the number of that members authorized voting representatives present. In the event that there is no quorum the president shall declare that there is no quorum and all business on the agenda shall be turned over to the Board of Directors for appropriate action. (Note: This would not prevent those present from meeting informally. However the lack of a quorum does preclude the conducting of any official business such as motions, nominating, voting, etc.)

2. BOARD OF DIRECTORS

A simple majority of the members of the Board shall constitute a quorum. Should the Board consist of an even number then a quorum shall consist of one-half of its members plus one. In the event that a quorum is not present the President shall declare no meeting for lack of a quorum. All business on the agenda shall be postponed to the next board meeting.

ARTICLE VII

Incorporators

The names and the street addresses of the incorporators for these articles of incorporation is(are):

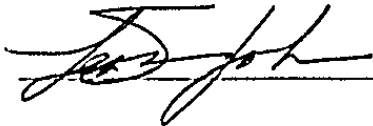
Lea Smith Johnson
4026 37th St. Ct. West
Bradenton, FL 34205

Peter McGinn
1185 Tahiti Pkwy.
Sarasota, FL 34236

John Pecino
4001 Gulf Drive
Holmes Beach, FL 34217

The undersigned incorporator has executed these Articles of Incorporation this 5th day of January
_____ 19 76

Signature of Incorporator:



Lea Smith Johnson
Typed name of incorporator signing

FILED

96 FEB 15 AM 11:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

FMPTA Sarasota/Manatee Chapter Inc.

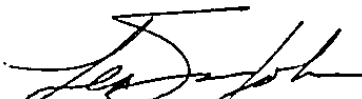
2. The name and address of the registered agent and office is:

Lea Smith Johnson
(NAME)

4026 37th St. Ct. West
P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Bradenton, FL 34205
(CITY/STATE/ZIP)

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 am familiar with and accept the obligations of my position as registered agent


(SIGNATURE)

January 5, 1996
(DATE)