

796000002373

LAW OFFICES
WILSON, JOHNSON & JAFFER, P. A.

27 SOUTH CHANCE AVENUE
SUITE ONE
SARASOTA, FLORIDA 34236
POST OFFICE BOX 1208
34230-1208

CLYDE H. WILSON (1000-1004)
ROBERT M. JOHNSON
CLYDE H. WILSON, JR.
JOHN B. JAFFER
JAMES M. KUHICK
REGISTERED PATENT ATTORNEY

TELEPHONE (941) 955-5800
FACSIMILE (941) 955-7353

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****122.50 ****122.50

January 10, 1996

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

To Whom It May Concern:

We are enclosing Articles of Incorporation of The Sarasota French Film Festival Inc. and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,

Judy Welles

Judy Welles
Secretary to Robert M. Johnson, Esquire

Encl: Check \$122.50
Articles of Inc.

RNU/jw
corp\artlet.acc

AL MAY - 3 1996

TALLAHASSEE, FLORIDA
JAN 10 1996
11:00 AM

W96-1275



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1996

ROBERT M. JOHNSON, ESQ.
P.O. BOX 1298
SARASOTA, FL 34230-1298

SUBJECT: THE SARASOTA FRENCH FILM FESTIVAL, INC.
Ref. Number: W96000001275

Ch Mortham
305-
5813

We have received your document for THE SARASOTA FRENCH FILM FESTIVAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 696A00002123

487-6051

CONSENT TO USE OF CORPORATE NAME

Comes now ASOLO CENTER FOR THE PERFORMING ARTS, INC., formerly known as the Asolo Performing Arts Center, Inc., by and through its undersigned authorized officers showing unto the Division of Corporations, Office of the Secretary of State, State of Florida, that the ASOLO PERFORMING ARTS CENTER, INC., does hereby consent to the incorporation of "THE SARASOTA FRENCH FILM FESTIVAL, INC." as a Florida not-for-profit corporation and does consent to the use of said name.

This document is dated at Sarasota, Florida, this 29 day of March, 1996.

ASOLO CENTER FOR THE PERFORMING ARTS, INC.

by

President

ATTEST

Secretary

Sworn to and subscribed before me this 29th day of February, 1996, by the persons whose names appear above, who are to me personally known.

Notary Public

My Commission expires: November 19, 1997



PAMELA J. CONNER
MY COMMISSION # CC324654 EXPIRES
November 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

ARTICLES OF INCORPORATION
OF

THE SARASOTA FRENCH FILM FESTIVAL, INC. ^{11/11/77}
A Florida Not-For-Profit Corporation ^{FILED 11/10/76}

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: THE SARASOTA FRENCH FILM FESTIVAL, INC.; and the initial principal address of the corporation is: 27 South Orange Avenue, Sarasota, Florida 34236.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt to organizations described in section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

1. To conduct an annual French Film Festival in Sarasota, Florida; to promote, foster and encourage the speaking of the French language through educational programs and in collaboration with public and private schools; to promote the appearance of French actors, actresses and producers and directors of motion pictures and television recordings in institutions such as nursing homes, retirement centers and the like and to preserve the art form of the French motion picture and television recording.

2. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

3. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

4. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

5. To increase public awareness of the French motion picture and television recording as an art form through programs, functions, activities, projects and events.

6. To provide showings of French motion pictures and television recordings to individuals and groups of people who are unable to pay for such performances by conducting the same at nursing homes, retirement centers and the like and by issuing passes to teachers and students involved in the learning of the French language.

7. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 herein. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article III.

ARTICLE IV

POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, in other States, in the District of Columbia, in the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE V

MEMBERSHIP

The qualifications for members and the manner of their admission are that any persons including individuals, families, and corporations with an interest in the purposes of the corporation shall become a member in a manner as provided in the By-Laws.

ARTICLE VI

REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 27 South Orange Avenue, Sarasota, FL 34236 and the registered agent at such address is: Robert M. Johnson.

ARTICLE VII

DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than four (4) persons and no more than twenty-five (25) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The names and addresses of each incorporator are:

Butch Amerson
3562 South Osprey Avenue
Sarasota, Florida 34239

Stuart H. Barger
227 Central Avenue
Sarasota, Florida 34236

Marvin Eichenblatt
204 North Tamiami Trail
Sarasota, Florida 34236

Ann Folsom Smith
330 South Pineapple Avenue, Suite 206
Sarasota, Florida 34236

Robert M. Johnson
27 South Orange Avenue
Sarasota, Florida 34236

Elizabeth Lindsay
1460 Gulf View Drive
Sarasota, Florida 34236

John D. Welch, M.D.
1921 Waldemere Street
Sarasota, Florida 34236

ARTICLE IX

OFFICERS

Section 1: The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the

ensuing year, or until the first annual meeting of the corporation, are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Robert M. Johnson 27 South Orange Avenue Sarasota, Florida 34236
Vice President	Stuart H. Barger 227 Central Avenue Sarasota, Florida 34236
Secretary	John D. Welch, M.D. 1921 Waldemere Street Sarasota, Florida 34236
Treasurer	Marvin Eichenblatt 204 North Tamiami Trail Sarasota, Florida 34236

ARTICLE X

BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

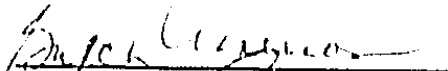
ARTICLE XI

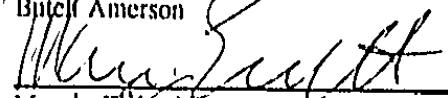
AMENDMENTS


Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority vote of those present.

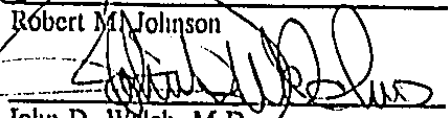
Section 2: Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments, by a majority of those present.


IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation on this 9th day of January, 1991.



Butch Amerson

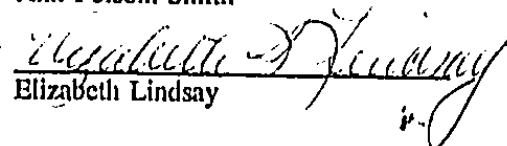

Marvin Eliechblatt


Robert M. Johnson


John D. Welch, M.D.


Stuart H. Barger


Ann Folsom Smith


Elizabeth Lindsay

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: THE SARASOTA FRENCH FILM FESTIVAL, INC.
2. The name and address of the registered agent and office is: Robert M. Johnson, 27 South Orange Avenue, Sarasota, FL 34236.

SIGNATURE _____

(corporate officer)

TITLE Resident Agent

DATE 1-10-96

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.

SIGNATURE _____

DATE 1-10-96

REGISTERED AGENT FILING FEE \$35.00

ffr.art

FILED
JAN -3 AM 10:16
TALLAHASSEE, FLORIDA

N96000002373

The Sarasota
French Film Festival

June 13, 1996

Festival Headquarters
5555 South Tamiami Trail
Sarasota, Florida 34231

Telephone
813 551-9010

FAX
813 551-5796

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

RE: Change of Address for SARASOTA FRENCH FILM FESTIVAL, INC.
Corporation Number N96000002373

Please change your records to reflect our new MAILING address:

Sarasota French Film Festival
P.O. Box 908
Sarasota, FL 34230-0908

Please forward any necessary forms to complete this change.

Thank you.



Patricia Richmond
Executive Director

PR/rm

state/incorp1

updated LA 6/19