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CHANDLER R. FINLEY, ESQ

ADMITTED TO FLORIDA BAR
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AMERICAN IMMIGRATION LAWYERS ASSOCIATION
FEDERAL BAR ASSOCIATION
INTERNATIONAL BAR ASSOCIATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
THE IMMIGRATION OFFICE
CORRESPONDENT OFFICES:
BRUSSELS
LONDON
PARIS
TORONTO

Mr. Darrel Runyan
218 South Navy Blvd.
Pensacola, FL 33414

February 2, 1998

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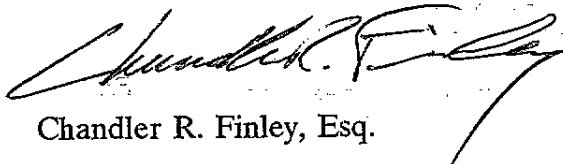
Dear Mr. Runyan,

Enclosed are the Articles of Incorporation for the Florida Motion Picture & Television Association/ Emerald Coast District Chapter, Inc.

The Articles require your notarized signature on page four. Your signature on page five does not have to be notarized. All five pages must be filed with the Secretary of State in Tallahassee along with the requisite filing fee.

Please do not hesitate to contact our office if you have any questions.

Sincerely,
FINLEY & ASSOCIATES, P.A.


Chandler R. Finley, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

FLORIDA MOTION PICTURE & TELEVISION ASSOCIATION/
EMERALD COAST DISTRICT CHAPTER, INC.

(A Florida Corporation Not-for-Profit)

These Articles constitute the Articles of Incorporation of Florida Motion Picture & Television Association/ Emerald Coast District Chapter, Inc., a corporation not-for-profit organized under the laws of the State of Florida.

Article I
Name

The name of the Corporation is Florida Motion Picture & Television Association/ Emerald Coast District Chapter, Inc.

Article II
Purpose

The purposes for which the Corporation is formed are:

1. To promote the film, television and recording industries in the state of Florida and the Emerald Coast District. To promote and support increased opportunities for the development of film, television and recording productions by Floridians, Florida based production companies, and residents of and for production related businesses in the Emerald Coast District. To promote and encourage production in the state of Florida and the Emerald Coast District by providing information regarding skilled personnel and production assistance to Florida, the Emerald Coast District, and non-Florida companies. To assist and collaborate with any and all other organizations and/or agencies desirous of achieving these purposes.

2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

3. This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), or associations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3), or associations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 its purposes as set forth in and limited by these Articles.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), or associations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate Court 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.

Article III Duration

The term of existence of the Corporation is perpetual.

Article IV
Membership

Membership in the Corporation shall be as regulated by the Bylaws. Directors shall be elected or appointed in accordance with the Bylaws.

Article V
Principal Office and Mailing Address

The principal office address and the mailing address of the Corporation is 218 South Navy Boulevard, Pensacola, Florida 32507.

Article VI
Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 218 South Navy Boulevard, Pensacola, Florida 32507, and the name of the initial registered agent of this corporation at that location is Darrell Runyan.

Article VII
Directors and Officers

The Corporation shall be operated and managed by three directors, initially. The names and addresses of the initial directors and officers until the first election are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Darrell Runyan	218 South Navy Boulevard Pensacola, FL 32507	President
Charles W. Brown	915 East Jordan Street Pensacola, FL 32503	Vice-President
Ron Tucker	5852 Parsons Road Milton, FL 32583	Director

Article VIII
Incorporator

The name and address of the incorporator(s) hereof are as follows: Darrel Runyan, 218 South Navy Blvd., Pensacola, Florida 32507.

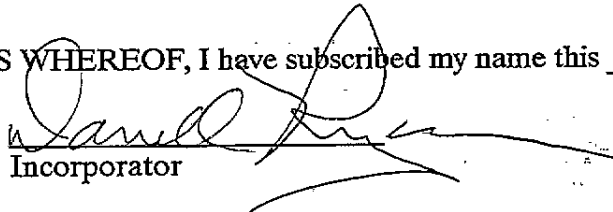
Article IX
Commencement of Existence

The Corporation shall be seemed to commence its existence on the date of filing of these Articles of Incorporation.

Article X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have subscribed my name this 6 day of February, 1998.


Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Darrell Runyan, to me known to be the person described in and who respectively executed the foregoing instrument and who acknowledged before me that said person executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of February, 1998.


Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE OF DESIGNATION

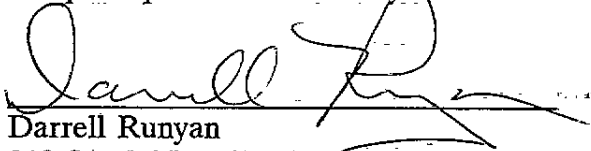
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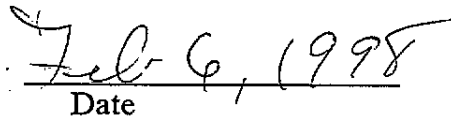
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the Articles of Incorporation of Florida Motion Picture & Television Association/ Emerald Coast District Chapter, Inc., as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Darrell Runyan
218 South Navy Boulevard
Pensacola, FL 32507



Date