

PITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32302
4-8870 • 1-800-342-8062 • Fax (850) 222-1222

N98000001161

Freestyle Cinema Corp., Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 26 PM 3:12

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-02/13/98--01056--022
****122.50 ****122.50

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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98 FEB 13 PM 2:20
DIVISION OF CORPORATIONS

Signature _____

Requested by: *Chen* *2-13* *150*

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RP
02-26-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: FREESTYLE CINEMA CORP., INC.
Ref. Number: W98000003311

We have received your document for FREESTYLE CINEMA CORP., 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):

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

Please delete one of the corporate suffixes.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 598A00008556

ARTICLES OF INCORPORATION

OF

FREESTYLE CINEMA CORP.

A Florida Not-For-Profit Corporation

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ARTICLE I - NAME

The name of this Corporation is FREESTYLE CINEMA CORP. The address of the corporation is 7912 S.W. 148 Avenue, Miami, FL 33193.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a not-for-profit Corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual; and the Corporation's existence shall commence upon the filing of these Articles by the Department of State.

ARTICLE IV - GENERAL OR SPECIFIC PURPOSES

The purpose or purposes for which the Corporation is organized are:

To take and hold by bequest, devise, gift, purchase, lease or otherwise, any property real or personal, without limitation as to value, insofar as the same may be held by a non-profit corporation organized under the Florida Corporations Not For Profit law.

To hold, maintain, use, convey, sell or dispose of such property and to invest, reinvest, administer, collect and receive the income and profits thereof, and expend the principal thereof and the income therefrom, in any manner as may be permitted by law

Miami, Florida 33186.

The powers of this Corporation shall be exercised, its properties controlled and its affairs shall be conducted by a Board of Directors.

There shall be three (3) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows: DANIEL GONZALEZ, to serve as President and Secretary 7912 S.W. 148 Avenue, Miami, FL 33193, BRIAN ALEXANDER CUMMINS, to serve as Vice-President and Treasurer, 10230 S.W. 130 Avenue, Miami, Florida 33186; and Jeffrey Drew Cummins, Director, 9555 N. Kendall Drive, Suite 200, Miami, FL 33176.

The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to its Bylaws, but shall never be less than three (3).

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote by the Board of Directors. Any certificate or document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

and as, in the judgment of the Board of Directors, will best promote the purposes for which the Corporation is organized.

Subject to the restrictions and limitations hereinafter set forth, to hold, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, cultural or educational purposes by such agencies and means as shall, from time to time, be found appropriate therefor, either directly or by contributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended; and

To have in furtherance of these purposes, all of the powers conferred upon or permitted to corporations organized under the Florida Not For Profit Corporation Act.

ARTICLE V - PRIVATE FOUNDATION STATUS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2. 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..

3. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self dealing as defined in 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in 4945(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. Notwithstanding any other provision of these Articles of

Incorporation, 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 501(c)(3) of the Internal Revenue Code of 1986 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 170(c)(2) of the Internal Revenue Code of 1986 and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI - SCOPE OR ACTIVITY

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such power as are in furtherance of the exempt purposes of organizations set forth in 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

ARTICLE VII - INCORPORATORS AND DIRECTORS

The name and address of the subscriber of these Articles of Incorporation are: DANIEL GONZALEZ, 7912 S.W. 148 Avenue, Miami, FL 33193, and BRIAN ALEXANDER CUMMINS, 10230 S.W. 130 Avenue,

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 9555 N. Kendall Drive, Suite 200, Miami, FL 33176. The initial registered agent of the Corporation at the address shall be JEFFREY DREW CUMMINS.

ARTICLE IX - MEMBERSHIP

The qualification for Members and the manner of admission shall be regulated by the Bylaws.

ARTICLE X - AMENDMENT OF ARTICLES

The Articles of Incorporation of this Corporation may be amended from time to time, provided that any such amendment shall conform to the procedure set forth in Section 607.017 of the Florida Statutes.

ARTICLE XI - BYLAWS

The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by a resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

ARTICLE XII - DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 501(c)(3) of the Internal Revenue Code of 1986 (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 court having proper jurisdiction in the county where 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 1998

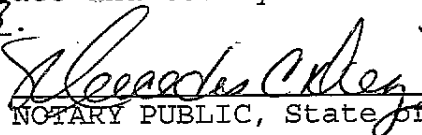

DANIEL GONZALEZ
Incorporator


BRIAN ALEXANDER CUMMINS
Incorporator

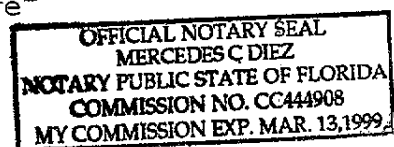
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared DANIEL GONZALEZ and BRIAN ALEXANDER CUMMINS, to me well known to be the person(s) described in and who executed and subscribed the foregoing Articles of Incorporation, and they acknowledged before me, that they executed the same and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of January, 1998.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT **FREESTYLE CINEMA CORP.** A NOT-FOR-PROFIT
CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED JEFFREY DREW
CUMMINS, LOCATED AT 9555 N. Kendall Drive, Suite 200, Miami,
Florida 33176, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

FREESTYLE CINEMA CORP., INC.

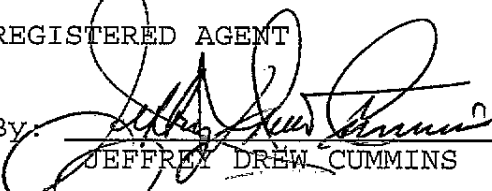
By: 
DANIEL GONZALEZ
TITLE: Incorporator

By: 
BRIAN ALEXANDER CUMMINS
TITLE: Incorporator

DATE: January 15, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
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.

REGISTERED AGENT

By: 
JEFFREY DREW CUMMINS

DATE: January 16, 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS