

Carlos M. Garcia, M.D.

8664 Longwood Drive

Largo, Florida, 33777

813-392-6849

N/98000001452

March 9, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 AM 8:35

State of Florida
Department of State
Corporation Division
The Capitol
Tallahassee, FL 32301

Re: TAMPA INTERNATIONAL FILM FESTIVAL, INC.


Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return to us a certified copy.

We are enclosing our check in the amount of \$122.50 covering the fees relating to this filing.

Very truly yours,

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Carlos M. Garcia, M.D.,
Incorporator

D. BROWN MAR 12 1998

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**ARTICLES OF INCORPORATION
OF
TAMPA INTERNATIONAL FILM FESTIVAL, INC.**

ARTICLE I - NAME

The name of this corporation is **TAMPA INTERNATIONAL FILM FESTIVAL, INC.**

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable, educational and scientific purposes pursuant to the Florida Corporation Not-for Profit law set forth in Part 1 of Chapter 617 of the florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(A) The specific purpose for which this corporation is formed is to provide a vehicle for the funding of other IRS section 501(c)(3) ,recognized organizations and to initiate, fund and administer a wide variety of charitable, educational, religious scientific, or literary projects.

(B) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, educational scientific or literaqry purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the coressponding provision of any future United States Internal Revenue Law.

Within the limitations of the intent of this subsection (B), this corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended.

(C) The corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE V - CAPITAL STOCK

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI - MEMBERSHIP

The only members of this organization shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 36555 U.S. Highway 19 North, Palm Harbor, Florida, 34684, and the name of the registered agent of this corporation at that address is Carlos M. García, M.D.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

(A) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three Directors constituting the initial Board of Directors. The qualifications for directors and the manner of their admission shall be regulated by the Bylaws. All powers, responsibilities and other matters concerning the Board of Directors shall be controlled by the provisions of the By-laws. The number of Directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than three Directors nor more than fifteen Directors. The name and address of the initial Directors of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Carlos M. García, M.D.	8664 Longwood Drive Largo, Florida, 33777
Jhon T. Lain	5128 Carey Road Tampa, Florida, 33624
Troy Devold	405 Woodcrest Road Brandon, Florida, 33511

(B) **Corporate Officers.** The Board of Directors shall appoint the following officers: President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to appoint from time to time. Initially such officers shall be appointed at the Organizational meeting of the Board of Directors.

ARTICLE VIII - DEDICATION OF ASSETS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization 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 in Article III herein above.

Upon the dissolution of the organization, all assets of the organization, after the settling of its debts, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization 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 IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is:
Carlos M. García, M.D.
8664 Longwood Drive
Largo, Florida, 33777

ARTICLE X - INDEMNIFICATION

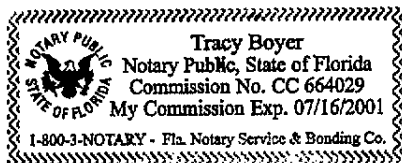
This corporation shall indemnify any Officer or Trustee or any former Officer or Trustee, to the full extent permitted by law.

ARTICLE XI - AMMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Trustees.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 9th day of March, 1998.






CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is
submitted:

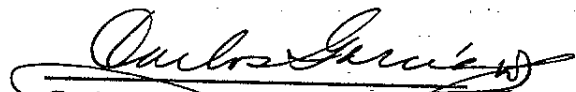
FIRST: that TAMPA INTERNATIONAL FILM FESTIVAL Inc., desiring to organize
or qualify under the laws of the State of Florida, with its principal place of
business at 36555 U.S. Highway 19 North, Palm Harbor, Florida, 34684, has
named Carlos M. García, M.D., as its agent to accept service of process
within Florida.

Dated: March 9, 1998.


Carlos M. García, M.D., Director

SECOND: Having been named to accept service of process for the above named
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 performance of my duties.

Dated: March 9, 1998.


Carlos M. García, M.D., Director

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