

N99000000256

TRANSMITTAL LETTER

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

EFFECTIVE DATE
1-1-99

900002729639--2
-01/05/99--01003--002
*****96.25 *****96.25

SUBJECT: Chip and Virgil Productions, Inc.
(Proposed corporate name - must include suffix)

file 1-11-99

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

ADDITIONAL COPY REQUIRED

\$96.25 Filing Fee, Certificate, and 2 certified copies

FROM: Tim Holt
Name (Printed or typed)

797 Night Owl Lane
Address

Winter Springs, Fl. 32708
City, State & Zip

(407) 207-7530 or 7510 or S/C 343-7530
Daytime Telephone number

FILED
99 JAN 11 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

B. REGISTER JAN 5 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 1999

TIM HOLD
797 NIGHT OWL LANE
WINTER SPRINGS, FL 32708

SUBJECT: CHIP & VIRGIL PRODUCTIONS INC.
Ref. Number: W99000000141

We have received your document for CHIP & VIRGIL PRODUCTIONS INC. and your check(s) totaling \$96.25. 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 or a statement that the method of election of directors is as stated in the bylaws.

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

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 399A00000273

January 12, 1999

Corrections completed as you directed.

Thank you,

Tim Hold

EFFECTIVE DATE
1-1-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I

The name of the Corporation shall be Chip & Virgil Productions Inc. established January 1, 1999.

ARTICLE II

The place in the state where the principal office and mailing address of the Corporation is to be located at P.O. Box 195387, Winter Springs, Seminole County, 32719-5387, Florida.

ARTICLE III

Chip & Virgil Productions Inc. is organized exclusively for evangelical and religious purposes. The mission of Chip & Virgil Productions Inc. is to persuade secular America to reverse our moral deterioration by communicating the benefits of following God, recognizing absolute truth, and the consequences of transgressions in our nation's decline; and convincing them of God's impending wrath on America; through the use of situational examples with comical characters in a blue-collar, simplified level of Biblical understanding; accomplished through the medium of radio with short programs recorded on compact disc.

ARTICLE IV

The names and addresses of the persons who are the initial Directors of the corporation are as follows: Tim Holt, 797 Night Owl Lane Winter Springs, Fl. 32708; David Smith, 1714 Riveredge Rd. Oviedo, Fl. 32766; and Stacey Smith, 1714 Riveredge Rd. Oviedo, Fl. 32766.

* All fictitious characters created by the corporation shall remain within the corporation and can not be used without written consent of the original co-founders and/or trustees.

ARTICLE V

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 in Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 principle 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 VII

The name and Florida street address of the initial registered agent is Greg McDonald, 301 Bentley Rd. Oviedo, Fl. 32765.

ARTICLE VIII

The names and addresses of the Incorporators to these Articles of Incorporation are:

Tim Holt, 797 Night Owl Lane, Winter Springs, Fl. 32708

David Smith, 1714 Riveredge Rd. Oviedo, Fl. 32766

Stacey Smith, 1714 Riveredge Rd. Oviedo, Fl. 32766

ARTICLE IX

Chip & Virgil Productions Inc. will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE X

Chip & Virgil Productions Inc. will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI

Chip & Virgil Productions Inc. will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII

Chip & Virgil Productions Inc. will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII

Chip & Virgil Productions Inc. will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV

Chip & Virgil Productions Inc. does not discriminate on the basis of age, race, religion, sex or national origin.

ARTICLE XV

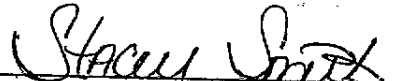
Directors, trustees, and officers must be nominated in writing by a current Director. Then the nominee must be unanimously approved by the remaining Directors within 30 days of the nomination. The nominee will be subject to a thorough background investigation and must produce 5 references.


Signature/Incorporator

1-10-99
Date


Signature/Incorporator

1-10-99
Date


Signature/Incorporator

1-10-99
Date

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 the 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/Registered Agent

1/10/99
Date

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TALLAHASSEE, FLORIDA