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**JANA ANDREWS & ASSOCIATES**

A PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

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**FILED**  
99 MAR - 1 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 25, 1999

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

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-03201/99--01047--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

**Re: Incorporation of Polaris, Inc., a Florida Not-For-Profit Corporation**

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead;

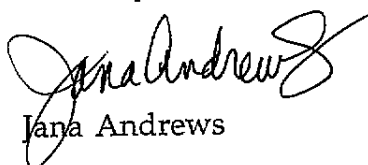
2. An original and one copy of the Certificate Designating Registered Agent; and

3. Check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified Copy	52.50
c. Registered Agent Designation	35.00
Total:	\$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Jana Andrews

JA/vr  
Enclosures  
cc: Mr. Lance Williams

  
3-3-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
POLARIS, INC.**

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I**

**Name and Address**

The name of the corporation shall be POLARIS, INC. (The "Corporation"). Pending any changes authorized by the Corporation's Board of Directors, its offices shall be located in Orange County, Florida with a mailing address of One South Orange Avenue, Suite 500, Orlando, Florida 32801.

**ARTICLE II**

**Term**

The Corporation shall have perpetual existence.

**ARTICLE III**

**Purposes**

A. General. The Corporation is organized under the Not-For-Profit Corporation Law of the State of Florida and is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific purposes and objectives of the Corporation shall include but not be limited to, the promotion of cinematic arts through public education and a film festival event.

B. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (C) of this Article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

C. Restrictions on Powers.

(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 individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) On dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provisions for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the Corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The Corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;

(iii) The Corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The Corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The Corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(5) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

## **ARTICLE IV**

### **Membership**

The corporation shall have such classes of nonvoting members as may from time to time be prescribed by its bylaws. The designation of each class and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges, and immunities shall be as from time to time stated in the bylaws. Members shall have no voting powers. The corporation shall have no capital stock. However, the corporation may issue certificates evidencing membership therein.

## **ARTICLE V**

### **Incorporator**

The name and street address of the incorporator for these Articles of Incorporation is Lance C. Williams, 48 West Broadway, Suite 1407N, Salt Lake City, Utah 84101-2012.

## **ARTICLE VI**

### **Initial Directors**

There shall be four (4) directors constituting the Corporation's initial board of directors. The name and address of each person who is to serve as an initial director is:

Lance C. Williams 48 West Broadway, Suite 1407N Salt Lake City, UT 84101-2012	Joseph E. Peck 48 West Broadway, Suite 1407N Salt Lake City, UT 84101-2012
Holly B. Armstrong 48 West Broadway, Suite 1407N Salt Lake City, UT 84101-2012	Debbie M. Gibney 48 West Broadway, Suite 1407N Salt Lake City, UT 84101-2012

The manner of electing or appointing directors in the future shall be set forth in the Bylaws of the Corporation.

## **ARTICLE VII**

### **Bylaws**

The Board of Directors of the Corporation shall adopt the Bylaws for the conduct of the Corporation's activities. Upon proper notice, the Bylaws, as so adopted, may be amended, altered or rescinded by a majority vote of the members of the Board of Directors at any regular or special meeting called for that purpose, unless specified otherwise in the Bylaws of the Corporation.

## **ARTICLE VIII**

### **Amendments**

Upon proper notice, these Articles of Incorporation may be further amended by a majority vote of the members of the Board of Directors at any regular or special meeting called for that purpose, unless specified otherwise in the Bylaws of the Corporation.

## ARTICLE IX

### Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every director, officer or registered agent and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

## ARTICLE X

### Registered Agent

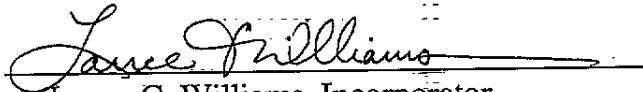
The name of the registered agent of the Corporation is Jana Andrews and her mailing address is 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618.

## ARTICLE XI

### Limitation of Corporate Powers

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of February, 1999

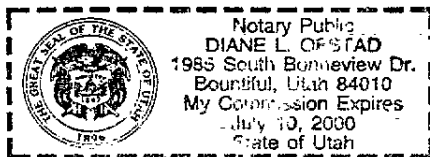
  
Lance C. Williams, Incorporator

STATE OF UTAH

COUNTY OF SALT LAKE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lance C. Williams, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION of POLARIS, INC., a Florida not-for-profit corporation, and he acknowledged before me that he executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22<sup>nd</sup> day of February, 1999.



*Diane L. Ofstad*  
NOTARY PUBLIC, STATE OF UTAH  
Print Name: *Diane L. Ofstad*  
My Commission Expires: \_\_\_\_\_

## CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That POLARIS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at One South Orange Avenue, Suite 500, Orlando, Florida 32801, has named JANA ANDREWS, located at 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618, County of Hillsborough, State of Florida as its agent to accept service of process within this state.

### ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: \_\_\_\_\_

JANA ANDREWS  
REGISTERED AGENT

Date: February 25, 1999

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA