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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Key West Film Society
INC.

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DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ 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

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R. Purinton MAR - 8 1999

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS

99 MAR -8 PM 1:12

OF

KEY WEST FILM SOCIETY, INC.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **KEY WEST FILM SOCIETY, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **1310 Royal Street, Key West, FL 33040.**

ARTICLE III: PURPOSE

The specific purpose of the non-profit is to establish and operate a film society and film festival for the City of Key West, Florida.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is **Wayne Kruer, Esq., 600 Whitehead Street, Key West, FL 33040.**

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is three (3) initially. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is

Michael Shields

1310 Royal Street, Key West, FL 33040

Wayne Kruer

600 Whitehead Street, Key West, FL 33040

Gary Haber

1123 Elgin Lane, Key West, FL 33040

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of March, 1999.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

Lauren Strong

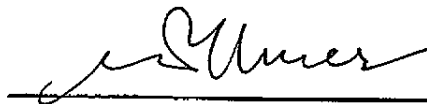
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
Key West Film Society, Inc.

2. The name and street address of the registered agent and office is: _____
Wayne Kruer, Esq.
600 Whitehead Street
Key West, FL 33040

HAVE 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 THIS 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.



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AFFIDAVIT

State of Florida)

County of Monroe)

Wayne Kruer, Esq., being first duly sworn, deposes and says:

1. I am the attorney for and one of the incorporating directors of Key West Film Society, Inc.. Said corporation was supposed to be incorporated as a Florida non-profit corporation but through a miscommunication between myself and Capital Connection, the original subscriber and agent of mine, the organization was incorporated as a corporation for profit under the doc. #P99000016351, on February 19, 1999.

2. We request that that corporation be dissolved and re-incorporated as a non-profit Florida corporation.

3. The dissolution shall never be revoked or rescinded and the for profit corporation shall never be used.

4. The non-profit shall have the same incorporating directors and the same name as the existing for profit.

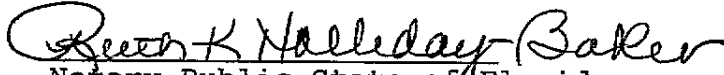
5. The specific purpose of the non-profit is to establish and operate a film society and film festival for the City of Key West, Florida. The society and festival wishes to obtain vital tax-free status with the local, state and federal authorities and it is mandatory for the organisation to be non-profit.

6. FURTHER AFFIANT SAYETH NAUGHT.


Wayne Kruer

SWORN TO AND SUBSCRIBED before me on the 23rd day of February, 1999 by Wayne Kruer, who is personally known to me or who has provided the following personally

known as identification and who did take an oath.


Notary Public-State of Florida

