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99 APR 19 PM 1:59

ACCOUNT NO. : 072100000032

REFERENCE : 209639 90382A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 19, 1999

ORDER TIME : 12:10 PM

ORDER NO. : 209639-005

CUSTOMER NO: 90382A

CUSTOMER: Laura E. Ahlers, Legal Asst
ELLIOT S. SHAW, P.A.
ELLIOT S. SHAW, P.A.
Centurion Plaza, Suite 403
1601 Forum Place
West Palm Beach, FL 33401

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-04/19/99--01067--021

*****78.75 *****78.75

DOMESTIC FILING

NAME: THE MOTION PICTURE &
TELEVISION UNDERWRITERS
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
5. CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS

100

**ARTICLES OF INCORPORATION
OF
THE MOTION PICTURE &
TELEVISION UNDERWRITERS FOUNDATION, INC.
a Florida Not For Profit Corporation**

FILED
99 APR 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is THE MOTION PICTURE & TELEVISION UNDERWRITERS FOUNDATION, INC.

ARTICLE II

The address of the principal office is Centurion Plaza, Suite 403, 1601 Forum Place, West Palm Beach, Florida 33401.

ARTICLE III

The corporation shall have perpetual duration.

ARTICLE IV

The corporation is a not for profit corporation.

(a) The general purpose for which this corporation is formed is to operate as a non-profit scientific, educational and video and film literary organization to develop the motion picture and television arts and sciences here in South Florida in the manner of a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 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.

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

© No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for educational, scientific, and/or literary purposes pursuant to Section 501(c)(3) I.R.C., as the Board of Trustees shall determine.

ARTICLE V

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes.

(a) *Trustees as Membership.* The sole class of members of this corporation shall be its Trustees.

(b) *Rights and Liabilities of Members.* The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs

conducted by the Board of Trustees. The number of Trustees of the corporation shall be determined by the Board of Trustees or as otherwise provided by the bylaws of this corporation.

The Trustees serving as the first Board of Trustees shall hold office until the first annual meeting of members, and then the Trustees of the Board shall be elected and serve by the method and terms as stated in the corporation's bylaws.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. A member may be deemed present by telephone. 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 of the Trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial Trustees are:

Robert Weneck	5000 N. Ocean Blvd., Bldg. B #1108 Fort Lauderdale, FL 33308
Elliot S. Shaw	1601 Forum Place, Suite 403 West Palm Beach, FL 33401
Felecia Hudson Shaw	220 Marlborough Road West Palm Beach, FL 33405

ARTICLE VII

The street address of the initial registered office of the corporation is Centurion Plaza, 1601

Forum Place, Suite 403, City of West Palm Beach, County of Palm Beach, State of Florida. The name of its initial registered agent at such address is Elliot S. Shaw.

ARTICLE VIII

The names and addresses of the incorporators are:

Robert Weneck	5000 N. Ocean Blvd., Bldg. B #1108 Fort Lauderdale, FL 33308
Elliot S. Shaw	1601 Forum Place, Suite 403 West Palm Beach, FL 33401
Felecia Hudson Shaw	220 Marlborough Road West Palm Beach, FL 33405

ARTICLE IX

The Board of Trustees shall elect the officers of the corporation as well as the establishment of any other officary posts by the Board from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees.

ARTICLE X


Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above concerning corporate action that must be authorized or approved by the members of the corporation, if any, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefor in the bylaws.

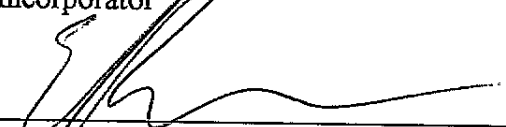
ARTICLE XI


Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees. Amendments to these Articles of Incorporation may be adopted by a two-

thirds (2/3rds) vote of the full membership of the Board of Trustees.

We, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation on April 16, 1999.


ROBERT WENECK
Incorporator


ELLIOT S. SHAW
Incorporator

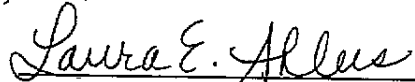

FELECIA HUDSON SHAW
Incorporator

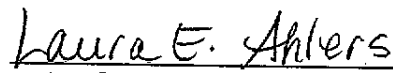
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT WENECK, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, 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 16 day of April, 1999.




(Signature of Notary Public - State of Florida)


(Print Commissioned Name of Notary Public)

My Commission Expires:
Commission No.:

Personally Known ☒ OR Produced Identification ☐
Type of Identification Produced: _____

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ELLIOT S. SHAW, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, 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 16 day of April, 1999.



Laura E. Ahlers

(Signature of Notary Public - State of Florida)

Laura E. Ahlers

(Print Commissioned Name of Notary Public)

My Commission Expires:

Commission No.:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced: _____

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FELECIA HUDSON SHAW, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she 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 16 day of April, 1999.



Laura E. Ahlers

(Signature of Notary Public - State of Florida)

Laura E. Ahlers

(Print Commissioned Name of Notary Public)

My Commission Expires:

Commission No.:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced: _____

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED

99 APR 19 PM 2:00

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 §48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT THE MOTION PICTURE & TELEVISION UNDERWRITERS
FOUNDATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS, c/o CENTURION
PLAZA, 1601 FORUM PLACE, SUITE 403, WEST PALM BEACH, FLORIDA 33401 HAS
NAMED ELLIOT S. SHAW, ESQUIRE, REGISTERED AGENT, LOCATED AT: C/O
CENTURION PLAZA, 1601 FORUM PLACE, SUITE 403, WEST PALM BEACH, FLORIDA,
33401, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


ROBERT WENECK


ELLIOT S. SHAW


FELECIA HUDSON SHAW

TITLE: INCORPORATORS
DATE: APRIL 16, 1999

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF HIS DUTIES.


ELLIOT S. SHAW, ESQUIRE
REGISTERED AGENT

DATE: APRIL 16, 1999