



THE UNITED STATES  
CORPORATION  
COMPANY

N9900002425

FILED

99 APR 19 PM 2:08

ACCOUNT NO. : 072100000032

REFERENCE : 209639 90382A

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 19, 1999

ORDER TIME : 12:11 PM

ORDER NO. : 209639-015

CUSTOMER NO: 90382A

100002843851--2

-04/19/99--01067--022

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

DOMESTIC FILING

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

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

PH 4/19/99 ✓

RECEIVED

99 APR 19 PM 12:16  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators 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 SOCIETY, 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 glamour, high society, social and entertainment club pursuant to Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws for those individuals interested in becoming part of and helping to support, develop and participate in financing of the motion picture and television production industry here in South Florida.

(b) 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, charitable or religious purposes as the Board of Directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(7), or as the same may be amended.

## ARTICLE V

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

(a) *Directors as Membership.* The classification of members shall be determined by its Board of Directors.

(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 be subject only to membership fees, dues and assessments.

## ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of Directors of the corporation shall be determined by the Board of Directors.

The Directors serving as the first Board of Directors shall hold office until the first annual meeting of members, and then the Directors 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 Directors 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. 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 Directors. Members of the Board of Directors may appear by telephone. 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 Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Directors 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 Directors are:

Robert Weneck	5000 N. Ocean Blvd., Bldg. B #1108 Fort Lauderdale, FL 33308
Elliot S. Shaw	1601 Forum Place, #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 name and address of each incorporator are:

Robert Weneck

5000 N. Ocean Blvd., Bldg. B #1108  
Fort Lauderdale, FL 33308

Elliot S. Shaw

1601 Forum Place, #403  
West Palm Beach, FL 33405

Felecia Hudson Shaw

220 Marlborough Road  
West Palm Beach, FL 33405

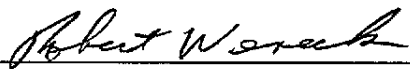
#### ARTICLE IX

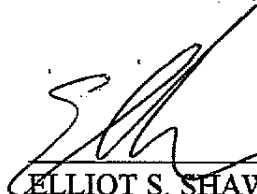
Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded,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

#### ARTICLE X

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments to these Articles of Incorporation may be adopted by a two-thirds (2/3rds) vote of a quorum of members of the corporation.

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

  
\_\_\_\_\_  
ROBERT WENECK  
Incorporator

  
ELLIOT S. SHAW  
Incorporator

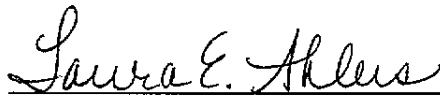
  
FELECIA HUDSON SHAW  
Incorporator

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)

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 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

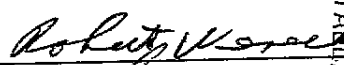
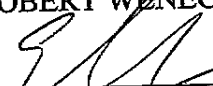
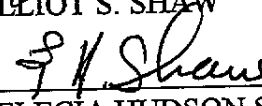
FILED

99 APR 19 PM

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. SECRETARY OF STATE  
TALLAHASSEE, FL

IN COMPLIANCE WITH §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

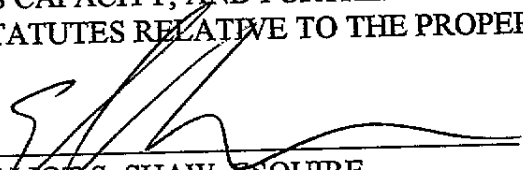
FIRST--THAT THE MOTION PICTURE & TELEVISION UNDERWRITERS SOCIETY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS, c/o CENTURION PLAZA, 1601 FORUM PLACE, SUITE 403, WEST PALM BEACH, FLORIDA 33401 HAS NAMED ELLIOT S. SHAW, ESQUIRE, REGISTERED 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  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 APR 19 PM 2:08  
FILED

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