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Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

the florida sunshinepops, inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 2, 1999

EMPIRE

SUBJECT: THE FLORIDA SUNSHINEPOPS, INC.  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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Articles of Incorporation of

(14)

THE FLORIDA SUNSHINE POPS, INC.

A Florida Not For Profit Corporation

The undersigned persons, acting together as the incorporators of a corporation not-for-profit under the Florida Not For Profit Corporation Act, as set for the in Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation:

Article I

NAME

The name of the corporation is THE FLORIDA SUNSHINE POPS, INC.

Article II

EXISTENCE

Commencing as of the filing of these Articles, the corporation shall have perpetual existence. The place of business of the Corporation shall be at 1420 North Swinton Avenue, City of Delray Beach, State of Florida, or such other place or places as the directors may establish from time to time.

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Article III

PURPOSE

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to assist, as a public charity, needy people by providing food, clothing, shelter and the other necessities of life to those not otherwise able to provide for themselves, pursuant to standards adopted by the directors from time to time.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an 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.

This 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.

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Within One Hundred and Twenty (120) days of the effective date of these Articles, the Corporation shall file with the Internal Revenue Service an Application for Determination of Exempt Status to establish its nature as a Section 501 ( c ) ( 3 ) organization.

#### Article IV

#### MEMBERSHIP

This is a membership corporation. The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct and apart from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws of the corporation.

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Article V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1420 North Swinton Avenue, Delray Beach, Florida. The name of its initial registered agent at such address is Joseph Ferrer.

Article VI

MANAGEMENT

With respect to the operation of this corporation, power shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that the number may be changed from time to time by a bylaw duly adopted pursuant to the bylaws of this corporation, but shall not be less than three.

Until the first meeting of the directors, the directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on 6/12/99 at 12:00 pm at the office of the Registered Agent, at which time an election of directors shall be held.

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Directors elected at the first annual meeting, and at all times, thereafter, shall serve for a term of three years until the third annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 11:00 am on the 6/12 day of June of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

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 directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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The names and residential address of the persons who are to serve as  
the initial directors are:

Ms. Lisa Bright  
Summit Realty  
200 W. Palmetto Park Rd #301  
Boca Raton, Fl. 33432

Ms. Tina Lilly, Exec. Director  
Applause Entertainment, Inc.  
11300 Sundance Lane  
Boca Raton, Fl. 33428

Mr. Charles Calello, Arranger  
Calello Enterprises  
23368 Mirabella Circle  
Boca Raton, Fl. 33433

Ms. Robin McGloin  
Mass Mutual  
2275 North Swinton Avenue  
Delray Beach, Fl. 33444

Mr. Tom Cavendish, Exec. Dir.  
Gold Coast Opera  
12037 N.W. 1<sup>st</sup> Street  
Coral Springs, Fl. 33071

Mr. Ron Pine, President.  
Ron Pine Advertising Agency  
7758 Noremac Avenue  
Miami Beach, Fl. 33141

Joseph Ferrer, President  
1420 North Swinton Avenue  
Delray Beach, Fl. 33444

Ms. Marleen Forkas, Philanthropist  
7735 La Comiche Circle  
Boca Raton, FL. 33433

Richard Hayman, Conductor  
4200 North Ocean Drive  
Singer Island, Fl. 33409

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**Article VII**

**INCORPORATORS**

**The name and addresses of each incorporator are:**

**Ms. Lisa Bright  
Summit Realty  
200 W. Palmetto Park Road #301  
Boca Raton, Fl. 33432**

**Mr. Charles Calello, Arranger  
Calello Enterprises  
23368 Mirabella Circle  
Boca Raton, Fl. 33433**

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**Joseph Ferrer, Pres.  
Sunset Entertainment  
1420 North Swinton Avenue  
Delray Beach, FL. 33444**

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Article VIII

OFFICERS

Pursuant to the procedures set forth in the by-laws, the board of directors shall elect such officers as are required. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

PRESIDENT

Mr. Joseph Ferrer  
Sunset Entertainment Group  
1420 North Swinton Avenue  
Delray Beach, FL 33444

SECRETARY

Ms. Lisa Bright  
Summit Realty  
200 W. Palmetto Park Road #301  
Boca Raton, FL 33432

TREASURER

Mr. Charles Calello  
Calello Enterprises  
23368 Mirabella Circle  
Boca Raton, FL 33433

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**Article IX**

**CERTAIN CORPORATE ACTIONS**

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, 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.

**Article X**

**CONSECRATION**

The property of this corporation is irrevocably dedicated and consecrated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

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Article XI

DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

AMENDMENTS

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 may be adopted by a vote of a majority of a quorum of members of the corporation.

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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 7/30/99.

(X) Chon R. B.

(X) Joseph F. F.


(X) Lisa R. B.

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STATE OF FLORIDA )  
 )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day  
of July 1999, by, <sup>CHANGES</sup> COLELLA, who is personally known to me  
and who did not take an oath.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large



My Commission Expires:

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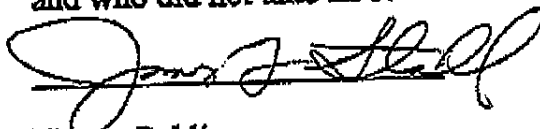
STATE OF FLORIDA )

)

H99000019003

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day  
of JULY, 1999 by OSCAR FERRER, who is personally known to me  
and who did not take an oath.



Notary Public,  
State of Florida at Large



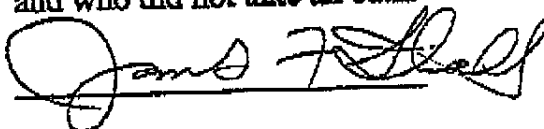
My Commission Expires:

STATE OF FLORIDA )

)

COUNTY OF PALM BEACH )

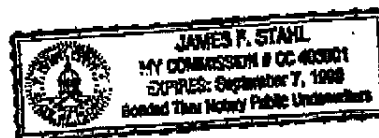
The foregoing instrument was acknowledged before me this 30th day  
of JULY, 1999 by, LISA PAGAT, who is personally known to me  
and who did not take an oath.



Notary Public,

State of Florida at Large

My Commission Expires:



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

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned 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.

First-That THE FLORIDA SUNSHINE POPS, INC.

(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA

(Florida)

with its principal office, as indicated in the articles of incorporation has named JOSEPH EEBER

(Name of Registered Agent)

located at 1420 NORTH SWINTON AVENUE

City of DELRAY BEACH (PO Box not Acceptable)

County of PALM BEACH

(County)

State of Florida, as its agent to accept service of process within this state.

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 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.

SIGNATURE

*Joseph Eeber*  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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