

## TRANSMITTAL LETTER

# P02 000037356

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

SUBJECT: BLUE SOUL ENTERTAINMENT CORPORATION  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

BSE

Name (Printed or typed)

5965 36th ST NORT

Address

BRADENTON FL

City, State & Zip

202-904-1014

Daytime Telephone number

APPROVED  
AND  
FILED

42 APR -5 PM 12:10

RECEIVED

02 APR -5 PM 12:28

SECRETARY OF STATE  
TALLAHASSEE, FL 32314  
DIVISION OF CORPORATIONS  
1111 MIAMI ST., 11-1100

100005195631--5  
-04/05/02--01053--006  
\*\*\*\*\*88.00 \*\*\*\*\*87.50

NOTE: Please provide the original and one copy of the articles.

✓  
J4/8

**ARTICLES OF INCORPORATION  
OF  
BLUE SOUL ENTERTAINMENT CORPORATION**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1- NAME**

The name of the Corporation is **Blue Soul Entertainment Corporation** (hereinafter "Corporation").

**ARTICLE 2- PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the state of Florida.

**ARTICLE 3-PRINCIPAL OFFICE**

The address of the principal office of this corporation is:  
5965 36<sup>th</sup> Street West  
Suite G-201,  
Bradenton, Florida 34210-3676

**ARTICLE 4-INCORPORATOR**

The name and street address of the incorporator of this corporation is:  
**Lauren Mitchiner**

whose street address shall be the same as the principal office of the corporation.

**ARTICLE 5-OFFICERS**

**President: Lauren Mitchiner**

**ARTICLE 6-DIRECTORS**

The directors of the corporation shall be:

**Lorraine Trotman  
John Taylor  
Eugene Jackson  
Kenno Rixson**

whose street address shall be the same as the principal office of the corporation.

**ARTICLE 7-CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that the corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock each share having a par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

12 APR -5 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

- 7.3 All holders of shares of common stock, upon the dissolution of the corporation, shall be entitled to receive the net assets of the corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided however that the board of director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of director(s) may deem advisable in connection with such issuance.
- 7.5 The board of director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.
- 7.6.1 The board of director(s) of the corporation may, by restated articles of incorporation, classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8-SUB-CHAPTER S CORPORATION**

The corporation may elect to be an S corporation, as provided in sub-chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree in writing.
- 8.2 After this corporation has elected to be an S corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the corporation, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the internal Revenue Code of 1986, as amended.
- 8.3 Once the corporation has elected to be an S Corporation, each share of stock issued by this corporation shall contain the following legend:  
"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-Chapter S of the Internal Revenue Code as amended."

#### **ARTICLE 9-SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the corporation. A copy of the Shareholders Restrictive Agreement is on file at the principal office of the Corporation.

#### **ARTICLE 10-POWERS OF CORPORATION**

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11-TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE 12-REGISTERED OWNER(S)**

The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on any part of any person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13-REGISTERED OFFICE AND AGENT**

The initial address of the registered office of this Corporation is:

5965 36<sup>th</sup> Street West  
Suite G-201,  
Bradenton, Florida 34210-3676

The name and address of the registered agent of this corporation is:

Erica Bailey  
5965 36<sup>th</sup> Street West  
Suite G-201,  
Bradenton, Florida 34210-3676

#### **ARTICLE 14-BYLAWS**

The board of director(s) shall have power, without the assent or vote of the shareholders, to make, alter or amend or repeal the bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time such action shall be necessary to take action for the making, alteration, amendment, or repeal of the Bylaws.

#### **ARTICLE 15-EFFECTIVE DATE**

These articles of incorporation shall be effective immediately upon approval of the Secretary Of State, State Of Florida.

#### **ARTICLE 16-INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorneys fees and express incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee, or agent as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorneys fees and expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the corporations request while a director, officer, employee or agent of the Corporation, as the case may be, a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the corporation. The corporation also may pay for or reimburse the reasonable attorneys fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of the final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the corporation, whether or not the corporation would have the power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these article of incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys fees and expenses to any person who is or was a director, officer, employee or agent of the corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorneys fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these articles of incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE 17-AMMENDMENT**

The corporation Reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now of hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these articles of Incorporation or any amendments hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles Of Incorporation under the laws of the State of Florida, this 1<sup>st</sup> day of January 2002.

  
Lauren Mitchiner

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN**  
**ARTICLES OF INCORPORATION**

Erica Bailey having an address identical with the registered office of the Corporation named above and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
Erica Bailey, Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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