

PO5000066756

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000052918440

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY -4 PM 3:15

05/04/05--01025--015 \*\*87.50

J. Shivers MAY 06 2005

## TRANSMITTAL LETTER

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

SUBJECT: TV Poker Table Media, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Kathleen Cornillow  
Name (Printed or typed)  
12000 4<sup>th</sup> St. N., #77  
Address  
St. Petersburg, FL 33716  
City, State & Zip  
727-576-2015  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY -11 PM 3:15

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

**ARTICLES OF INCORPORATION**  
**OF**  
**TV POKER TABLE MEDIA, INC.**  
**(A For Profit Stock "C" Corporation)**

Pursuant to Chapter 607 OR 621 F.S. of the State Code of Florida, the undersigned individual submits these Articles of Incorporation for the purpose of forming a profit "C" Corporation.

**Article I.** The name of the Corporation is:

TV POKER TABLE MEDIA, INC.

**Article II.** The Corporation's initial registered office address located in the County of Pinellas is:

12000 4<sup>th</sup> St N., #77, St Petersburg, FL 33716

**Article III.** The purpose for which the Corporation is formed and the business or objectives to be carried on and promoted by it, within the State of Florida or any other state or states of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or any country, domestic or foreign, are as follows:

(a) To conduct the business of manufacturing poker tables with media ability, to create poker programming, and providing or aiding in providing the information/resource, for individuals or groups of individuals to self-teach; learn at will; become knowledgeable as to the extent of interest and capacity; to aid in becoming accomplished in the games of poker; and generally learn the intricacies of the art of playing poker tournaments, related betting/wagering and chip or unit/money management, with particular focus to No-Limit Texas Hold'em, 7 Card Stud, and Omaha Hi-Lo. This is to be accomplished by personal counsel to the extent practical and financially prudent, meeting places to facilitate the above listed game services and skills (club and satellites). And to recognize an individual, or group of individuals level of knowledge, experience, and to distinguish those individuals or groups who exhibit the ability to out-play opponents (award).

(b) To provide any and all other forms of assistance as may be deemed necessary for the business. To purchase, lease, or otherwise acquire all or any part of the property, trademarks, trade names, copyrights, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, and assets of every kind of any Corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for such property, applied for use of patents and patents applied for or assets of every kind in accordance with the laws of the State of Florida with stocks, bonds or other securities of the Corporation or otherwise.

c. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, copyrights, patents, inventories, improvements and process used in connection with or secured under Letters of Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop or grant licenses in respect of, or otherwise, to account for any such trademarks, patents, copyrights, licenses, processes and the like, or any such property or rights.

(d) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other Corporation or Association in which the Corporation has an interest, to endorse or otherwise guarantee payment

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY -4 PM 3:45

of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other Corporation or Association.

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association organized under the laws of the State of Florida or any other State, territory, district, colony or dependency of the United States of America, or of any foreign country and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privileges of ownership, including the right to vote on any share of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the shareholders of this Corporation.

(f) To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment therefore and of the interest thereon, by mortgage upon, or pledge or conveyance of assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at that time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(g) To carry on any of the businesses hereinbefore enumerated above for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, objects or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Florida.

(h). In furtherance and in limitation of the powers conferred by statute, the Board of Directors is expressly authorized: to make, alter and repeal the Bylaws of the Corporation; to open stock books, to fix and vary the amounts to be reserved as working capital; to direct and determine whether any, and if any, what part, of any surplus or net profits shall be declared as dividends;

To create, make and issue mortgage, bonds, warrants, debentures, deeds or trust, trust agreements, negotiable or transferable instruments and evidences or indebtedness of all kinds and securities, secured by mortgage or otherwise; and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for

such considerations as may be deemed to be appropriate, at the discretion of the Board of Directors, and at their discretion to pay for property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds debentures, or other securities of the Corporation.

In the purchase or acquisition of property, business, rights or franchise, or for additional working capital, or for any other objects in or about its business or affairs, and without limit as to amount, incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock or any class, and whether secured by mortgage, pledge, deed of trust or otherwise.

To determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as may be deemed to be appropriate, and in particular, from time to time.

(i). The Board of Directors of this Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deems advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

(j). Any contract or other transaction between the Corporation and any firm of which one or more of its Directors is a member or employee or in which he is interested, or between the Corporation and any corporation or association of which one or more of its Directors is a stockholder, member, director, officer of employee, or in which he is interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors which acts upon or in their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall authorize, approve, or ratify such contract or transaction by a vote sufficient for that purpose, which may include the vote or votes of such Director or Directors. Such Director or Directors may also be counted in determining the presence of a quorum of such meeting.

(k). Each Director and Officer or former Director or Officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another Corporation in which this Corporation owns shares of capital stock or of which it is creditor, including in each case their respective executors and administrators, shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer. In the event of any other judgment against such Director or Officer, or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or has been a Director of the Corporation, by the Board of Directors, and otherwise by the general counsel of the Corporation, if such general counsel be not involved therein, or if involved, then by independent counsel to be appointed by the Board of Directors, that in such counsel's opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in the event of a

settlement, that such settlement was, or, if still to be made, is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it is to rely as to all questions of law on the advice of the general counsel of the Corporation, if such counsel be not involved therein, or if involved, then by independent counsel to be appointed by the Board of Directors, that in such counsel's opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of settlement, that such settlement was, or, if still to be made, is in the best interest of the Corporation. The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Officer may be entitled.

**Article IV.** The aggregate number of shares which the Corporation shall have authority to issue is: Fifty-Thousand (50,000), divided into two (2) classes. The class, number of authorized shares per class, and par value per class shares are as follows:

<u>Class And Series</u>	<u>Number Of Shares</u>	<u>Par Value Per Share</u>
"A" Common Stock	4,000	\$10.00
Preferred Stock	46,000	\$10.00

3. The distinguishing designation of restrictions, preferences, voting powers, limitations, qualifications, dividends, dissolution, and special or relative rights of the two classes of shares the Corporation has authority to issue are as follows:

(a) Shareholders of Class "A" Common Stock shall have full rights and privileges, including but not limited to the right to vote, and preemptive right to acquire issued Class "A" Common stock shares of the Corporation. Transfer and sale of Class "A" Common Stock is Restricted according to the Bylaws of the Corporation.

(b) Shareholders of Preferred Stock shall not have full rights and privileges, shall not have any voting rights, and shall not have any pre-emptive right to acquire any shares of either class. Preferred Stock shares shall have a Call Value of \$15.00 per share. Preferred stock shall have a Dividend "Cumulative-to-the-extent-earned" with "preference of \$3.50" per annum, and "non-participating". Preferred Stock shall have a dissolution and liquidation "preference of \$11.00 per share". Transfer and sale of Preferred Stock is **Restricted** according to the Bylaws of the Corporation.

**Article V.** The duration of this Corporation shall be perpetual.

**Article VI.** The initial number of Directors **pro tempore** shall be two (2). Except for the number of initial Board of Directors, the number of Directors may be fixed by the Bylaws of the Corporation. The names and current addresses of the initial Directors, consisting of two (2) individuals who shall serve until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Current Address</u>
Rose Balasko (C. E. O.)	12000 4 <sup>th</sup> St. N., St Petersburg, FL 33716
Kathleen Cornillow (Secretary/Treasurer)	12000 4 <sup>th</sup> St. N., St Petersburg, FL 33716

**Article VII.** The Corporation's initial registered agent is an individual, a resident of the State of Florida, and initial director of the Corporation. The name of the Corporation's initial registered agent who is ready to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:

Kathleen CORNILLow

Kathleen Cornillow

Date 4/30/05

**Article VIII.** In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date below. The undersigned Incorporator hereby affirms, under penalty of perjury, that the statements made in the Articles of Incorporation are true:

Date: 4/15/2005

Name of Incorporator: Kathleen Cornillow

Address of Incorporator: 12000 4<sup>th</sup> Street N., #77  
Saint Petersburg, FL 33716

Signature of Incorporator:

Kathleen Cornillow

Page 5 of 5

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY -4 PM 3:45