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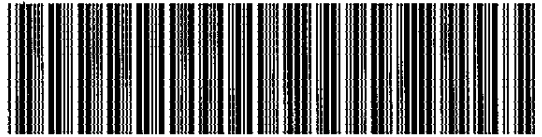
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pendulum Productions, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

☒ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

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**ARTICLES OF INCORPORATION
OF
PENDULUM PRODUCTIONS, INC.**

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PENDULUM PRODUCTIONS, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 1112 Schultz Avenue, Winter Park, Florida 32789, and the mailing address of the corporation shall be P.O. Box 2684, Winter Park, Florida 32790.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to be a non-profit charitable fundraising entity for the endowment of various civic and community agencies, entities, foundations, and such other beneficiaries as the Corporation may designate, all of whom must be legally eligible for tax exempt donations and gifts, and for such other legal purposes as may be deemed by the Board of Directors to be in the best interests of those who may lawfully benefit from the tax exempt charitable gifts, funding and donations of the Corporation.

ARTICLE IV. MANAGEMENT OF CORPORATE AFFAIRS

(a) The business affairs of this Corporation shall be managed by the Board of Directors. There shall be not less than three (3) nor more than nine (9) Members of the Board of Directors, provided, however, that the number may be increased by a By-Law duly adopted by

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the Corporation. The Corporation shall, at its first meeting, adopt By-Laws. Thereafter, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws adopted either by Resolution of the Board, or by following such procedure as may be set forth in the By-Laws, subject to any limitations contained in the By-Laws, and any limitations set forth in the laws of the State of Florida concerning not-for-profit corporate action.

(b) The Directors hereinafter named as the first Board of Directors shall hold office until the first meeting of the Corporation, which shall be held in Orange County, Florida, within sixty (60) days of the date of incorporation, at a time and place fixed by Resolution of the Board of Directors, at which time an election of members to serve on the Board of Directors shall be held.

(c) Members of the Board of Directors shall thereafter be elected at the annual meeting of the Corporation, and shall hold office in accordance with the By-Laws. An annual meeting shall be held on the third Friday of the first month following the fiscal year end, at the principal offices of the Corporation, or at such other place within Orange County as shall be designated by Resolution of the Board of Directors, and at such time as shall be fixed by the same Resolution.

(d) A majority of the Board of Directors shall constitute a quorum at any meeting of the Board for the transaction of business. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, provided that all 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 Board. Any certificate or other document filed under any provision of law which

relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Articles of Incorporation and By-Laws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

(c) The names and addresses of the Directors elected to serve as the first Board, in accordance with Section (b) of this Article are:

Patricia A. Heidrich
P. O. Box 2684
Winter Park, FL 32790

Frances Pignone
P. O. Box 2684
Winter Park, FL 32790

Vernon Edgar, Jr.
P. O. Box 2684
Winter Park, FL 32790

ARTICLE V. INITIAL DIRECTORS AND OFFICERS

(a) The initial Board of Directors of the Corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided for in the By-Laws. Officers shall be Members of the Board of Directors of the Corporation, and shall serve at the pleasure of a majority of the whole number of the Board of Directors.

(b) The following shall serve as the first Officers of the Corporation until the first meeting of the Board of Directors:

President	Patricia A. Heidrich P. O. Box 2684 Winter Park, FL 32790
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Secretary	Frances Pignone P. O. Box 2684 Winter Park, FL 32790
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Treasurer

Vernon Edgar, Jr.
P. O. Box 2684
Winter Park, FL 32790

(c) The Officers hereinafter named as the first Officers shall hold office until the first meeting of the Corporation, which shall be held in Orange County, Florida, within sixty (60) days of the date of incorporation, at a time and place fixed by Resolution of the Board of Directors, at which time an election of Officers to serve on the Corporation shall be held.

(d) Officers shall thereafter be elected at the annual meeting of the Corporation, and shall hold office in accordance with the By-Laws. An annual meeting shall be held on the third Friday of the first month following the fiscal year end, at the principal offices of the Corporation, or at such other place within Orange County as shall be designated by Resolution of the Board of Directors, and at such time as shall be fixed by the same Resolution.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall to exist perpetually.

VII. DEDICATION OF ASSETS ON DISSOLUTION/ EXEMPT ORGANIZATION PROVISIONS

The Corporation is organized exclusively for charitable purposes, including specifically the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, nor shall be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in

Article III hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, nor for otherwise attempting to influence any legislation, and the Corporation shall not endorse, participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, all remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for one or more public purpose(s). Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization as said Court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 1112 Schultz Avenue, Winter Park, Florida 32789, and the name of the initial registered agent of the corporation at that address is Patricia A. Heidrich.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Patricia A. Heidrich
1112 Schultz Avenue
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this
4th day of April, 2006.

Patricia A. Heidrich
Patricia A. Heidrich

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

I, Patricia A. Heidrich, residing in Winter Park, Florida, and whose registered office address is 1112 Schultz Avenue, Winter Park, Florida 32789, having been designated as Registered Agent to accept service of process for the above stated corporation, hereby accepts the appointment as Registered Agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Date: April, 2006

Patricia A. Heidrich
Patricia A. Heidrich

NC
STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ AVERY

SWORN TO and subscribed before me this 4 day of April, 2006, by
PATRICIA A. HEIDRICH.

Scott Carpenter
(Signature of Notary Public - State Florida) North Carolina
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced Drivers License

