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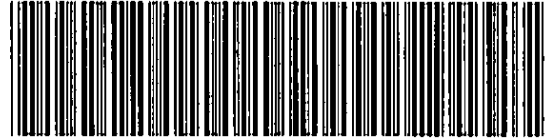
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

October 3m 2022

Florida Department of State
New Filings Section
Division of Corporations
The Centre of Tallahassee
2415 Norrt Monroe Street Suite 810
Tallahassee Florida 32303

SUBJECT: ARTICLES OF INCORPORATION AND CERTIFICATE DESIGNATING AN OFFICE, PLACE OF BUSINESS, OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE OF FLORIDA AND NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED FOR ***CHALLENGER STUDIOS, INCORPORATED***

Enclosed are included an original and three (3) copies of the above listed documents and a payment cheque in the amount of \$ 87.50:

Filing Fees	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75
Certificate of Status	<u>8.75</u>
TOTAL:	<u>\$ 87.50</u>

BusinessCOM Services, LLC
P O Box 1040
Auburndale FL 33823-1040

Phone: (407) 906-1040

emll: taxpreppie@hotmail.com

2022 OCT -4 PM 11:30
Filing Section
Division of Corporations
Florida Department of State

ARTICLES OF INCORPORATION OF **CHALLENGER STUDIOS, INCORPORATED**

PREAMBLE

The undersigned incorporator to these Articles of Incorporation., a natural person competent to contract, hereby forms a corporation in compliance with Florida State Statutes Chapter 607.

ARTICLE I.

NAME

The name of this corporation (hereinafter call the "Corporation") shall be:

CHALLENGER STUDIOS, INCORPORATED

ARTICLE II.

PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this Corporation is to engage in every aspect and phase of the business of multimedia education and entertainment and to engage in every aspect and phase of related business.

This Corporation may engage in every phase of any and all activities of businesses permitted by the laws of the United States of America and the State of Florida or any other state, territory, district or possession of the United States of America and all such activities or businesses as may be permitted in any foreign country, without limiting the generality of the foregoing, the Corporation shall have power to:

(a) Manufacture, produce, acquire production and/or broadcast rights, purchase, own maintain, export, import , sell, lease, license, distribute, exhibit, and generally deal in motion pictures, videos, Blu-rays, DVD's, CD's, sound recordings of every kind, nature and description, of any size, format and dimension, colored or otherwise, with or without sound synchronization, talking sequences or musical accompaniment, to purchase acquire rights sell lease distribute and generally deal in plays, scenarios, works of literature, documentaries, dramas, dramatic compositions,

musical compositions, operas, operettas, and to apply for, obtain, purchase or otherwise dispose of, any and all copyrights, broadcast rights, whether secured under the copyright law of the United States of America or any foreign country; to produce, purchase, sell, lease, license, broadcast and otherwise deal in motion picture plays, videos, Blu-rays, DVD's, and CD's, with or without sound synchronization, talking sequences or musical accompaniment, dramas, musical compositions, operas, operettas, documentary stories based on scientific, travel and educational subjects, and all toher subjects generally adaptable to production in video, Blu-rays, DVD, CD and motion picture forms, and for that purpose to engage and employ the talents and services of actors, actresses, singers, musicians, directors, playwrights, scenario writers, camerapersons, electricians, state staff, wardrobe, staff, scenic artists, and all other production and post production persons as well as obtain through purchase lease or other lawful means equipment necessary and proper for the production of motion pictures, videos, Blu-rays, DVD's, CD's and sound recordings.

(b) Conduct the heretofore listed businesses, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States of America, the District of Columbia and in foreign countries.

(c) Purchase the corporate assets of any other corporation and engage in the same character of business.

(d) Acquire, enjoy, utilize and dispose of patents copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(e) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(f) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(h) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(i) Make gifts for educational, scientific or charitable purposes.

(j) Indemnify any person or persons made to party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against

liability for their good faith acts and omissions to the fullest extent provided by law. The Corporation shall furthermore indemnify any incorporator, officer or director, or any former incorporator, officer or director as well to the fullest extent permitted by law.

(k) Purchase and maintain insurance on behalf of any person or persons who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against said person or persons and incurred by such person or persons in any capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify such a person or persons against such liability under the provisions of subsection (j) of hereof.

(l) Enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), limited liability company or companies (whether the Corporation be a member or managing member), joint ventures, syndicates, pools, associations and other arrangements for the carrying on one or more of the purposes heretofore set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation(s), person(s), or association(s) would have power to do so alone.

(m) The foregoing clauses (a) to (l) are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III

CAPITAL STRUCTURE

The authorized classes of capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is:

(a) One Hundred Twenty-Five Thousand (125,000) shares of Class A common stock having a par value of \$0.10 per share

(b) One Hundred Twenty Thousand (120,000) shares of Class B common stock having a par value of \$0.01,

(c) One Hundred Ten Thousand (110,000) shares of 6% Cumulative Series A Nonparticipating preferred stock having a par value of \$0.10 per share,

(d) One Hundred Thousand (100,000) shares of 3% Cumulative Series B participating preferred stock having a par value of \$0.05 per share.

(e) The consideration to be paid for each share listed above shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

(f) A holder of any stock of this Corporation shall be entitled as of right to purchase or subscribe for

- (i) any of the Corporation's authorized but unissued stock of any class,
- (ii) any of the Corporation's treasury stock,
- (iii) any additional stock of any existing or newly created class. resulting from an increase in the Corporation's authorized capital stock
- (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the Corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, pro-rata, based on such shareholder's percentages of ownership of stock in the Corporation.

ARTICLE IV.

TERM OF EXISTENCE

(a) The effective time and date upon which this Corporation will come into existence shall be 12:01 AM Eastern Standard Time, October 1, 2022, and it shall exist perpetually thereafter unless dissolved according to law.

(b) The Corporation shall not be construed as to exist until after the time and date as outlined in Part (a) of this article.

ARTICLE V.

INITIAL REGISTERED AGENT AND OFFICE.

(a) The street address of the initial register office of the corporation in the State of Florida is 2213 Starboard, Winter Haven Florida 33881-1367,

(b) The name of the Corporation's initial Registered Agent at that address as listed in Part (a) of this article is BusinessCOM Services, LLC.

(c) The Corporation's initial business address shall be 88 Perch Street Winter Haven, Florida 33881-8131

(d) The Board of Directors may from time to time move the registered office to any other address in Florida upon proper notification with the Secretary of State for the State of Florida.

ARTICLE VI.

DIRECTORS

(a) The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation.

(b) Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment for reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

(c) Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

(d) Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders.

(e) In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII.

DIRECTORS' POWERS

(a) The Board of Directors shall have the power to fix or change salaries for the directors as directors and as officers, to permit contracts or other transactions between the Corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles of Incorporation or with any By Laws that may be adopted by the shareholders.

(b) Without limiting the generality of the foregoing, no contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any other firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association or other enterprise of which one or more of its Directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such contract or transaction, or because of his or 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, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any such contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator signing these Articles is:

Mark Stephen Thompson

P O Box 1040

Auburndale Florida 33823-1040

ARTICLE IX.

INDEMNIFICATION

This Corporation shall indemnify any person or persons for their good faith acts and omissions on behalf of this Corporation to the fullest extent permitted by law as provided in Article II Section (j).

ARTICLE X

AMENDMENTS

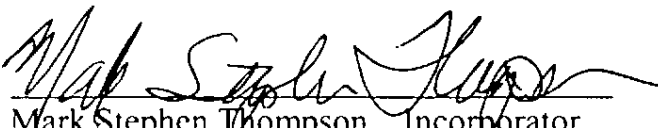
The Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on shareholder herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI.

LIMITS OF INCORPORATOR

The powers of the Incorporator ceases upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 2022.


Mark Stephen Thompson, Incorporator

2022 OCT -7 AM 11:31

ED

**CERTIFICATE DESIGNATING AN OFFICE, PLACE OF BUSINESS,
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE OF FLORIDA AND NAMING AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN PURSUANCE TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED HEREBY CERTIFIES:

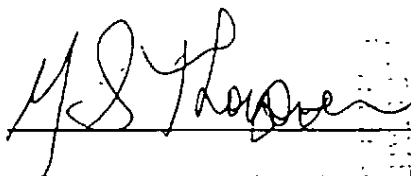
*That **CHALLENGER STUDIOS, INCORPORATED**, a corporation duly organized under the laws of the State of Florida, with an initial place of business to be located at 88 Perch Street, in the city of Winter Haven, County of Polk, State of Florida, has designated, name and established **BUSINESSCOM SERVICES, LLC**, a limited liability company duly organized and existing under the laws of the State of Florida, as its agent upon whom process may be served and 2213 Starboard Avenue, City of Winter Haven, County of Polk, Florida 33881-1357 as the location as the registered office for the service of process within this state of Florida.*

The undersigned having been designated as agent for the service of process within the State of Florida upon the above named Florida corporation, at the place designated in the foregoing certificate, does hereby accept the appointment as such Agent for said corporation.

IN WITNESS WHEREOF, BUSINESSCOM SERVICES, LLC has caused this certificate to be signed by its duly authorized officer this 3rd day of October, 2022.

BUSINESSCOM SERVICES, LLC

(Company Seal)

By 
M S Thompson, Managing Member

2022 OCT -4 AM 11:31

FILED