

**P95000064517**

Marvin A Davis

Requestor's Name

P O Drawer 551

Address

Quincy, FL

City/State/Zip

32353

Phone #

904-875-9300

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Doc on Die Incorporated

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

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(Corporation Name)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE  
12-16-78

ARTICLE OF INCORPORATION  
OF  
DOO OR DIE INCORPORATED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is DOO OR DIE INCORPORATED

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The general purpose of the corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the state of Florida.

The specific purposes for which the corporation is organized are to of engaging in the business of entertainment and musical productions, distribution and sales, other types of communication media, and operation of a promotional company or companies of various entertainers and groups and their music in words, songs, and instruments; and such other forms of entertainment and the sales, distribution and promotion of products related thereto.

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 4,000, divided into two or more classes. The Board of Directors shall designate each class, the number of shares of each class, and the par value, if any, of the shares of each class.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED IN PROPORTION TO SHARES

Each shareholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the

corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the corporation.

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholders bears to the total number of shares of the same class then outstanding.

In its discretion and from time to time, the Board of Directors may determine that the shareholders have preemptive rights in shares issued by the Board, at the price determined by the Board. Should the Board offer preemptive rights in any portion of the shares of the corporation, whenever authorized, or any obligation convertible into shares of corporation, the offer shall not constitute a waiver of release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the shareholders.

#### EMPLOYEE SHARE PURCHASE PLAN

The corporation may, on terms and conditions authorized in this paragraph, provide and carry out an employee share purchase plan or plans, providing for the issue and sale, or for the granting of options for the purchase of its unissued shares, or of issued shares not subject to preemptive rights purchased or to be purchased or acquired, to employees of the corporation or any of its subsidiaries or to a trust on their behalf. Shares sold under the plan or plans are not subject to preemptive rights. The plan or plans may fix the consideration for the sale of shares. Becoming effective, any employee share purchase plan must be approved and authorized by the Board of Directors.

Each plan may include, among other things, provisions determining or providing for determination by the Board of Directors, or any committee designated by the Board of Directors, of:

- (1) Eligibility of employees, including officers and directors, to participate therein;
- (2) The number and class of shares that may be subscribed for or for which options may be granted under the plan;
- (3) The time and method of payment;
- (4) The price or prices at which shares shall be issued or sold;
- (5) The effect of the death of an employee participating in the plan or termination of his employment, including whether there shall be any option or obligation on the part of the corporation to repurchase the shares;
- (6) Restrictions, if any, on the transfer of the shares and the time limits and termination of the plan;
- (7) Termination, continuation, or adjustments of the rights of participating employees on the happening of specified contingencies, including increase or decrease in the number of issued shares of the class covered by the plan without receipt of

consideration by the corporation or any exchange of shares of that class for stock or securities of any other corporation pursuant to a reorganization or merger, consolidation, or dissolution of corporation;

(8) Amendment, termination, interpretation, and administration of the plan by the Board of Directors or any committee designated by the Board of Directors; and

(9) Any other matters, not prohibited by law, as may be included in the plan as approved or authorized by the Board of Directors or any designated committee.

#### ARTICLE SIX REGISTERED OFFICE, AGENT, PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office and principal place of business of the corporation is 358 Skate Road, Atlantic Beach, Florida 32233, and the initial registered agent at that address is Roy L. Williams, Jr.

#### ARTICLE SEVEN DIRECTORS

The initial board of directors of the corporation shall consist of two members. The name and address of each initial director, who shall serve until the election of their successor, is:

Roy L. Williams, Jr. 358 Skate Road, Atlantic Beach,  
Florida 32233

Tony D. Curry, 358 Skate Road, Atlantic Beach, Florida  
32233

The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Board of Directors, shall be as stated in the By-Laws.

The affairs of the corporation shall be managed and administered by a Board of Directors. The Board of Directors shall consist of persons interested in furthering the purposes of the corporation and to serve the collective interests of the shareholders.

#### ARTICLE EIGHT

##### Directors to Be Shareholders

Other than the initial Directors, no person shall be deemed to have duly qualified as Director of the corporation unless he or she is a holder of record of no less than 10% of the common

shares of the corporation. Should a Director, other than an initial Director, cease to hold sufficient shares, the office of that Director shall be deemed vacant.

ARTICLE NINE  
OFFICERS

The administrative and business affairs of the corporation shall be conducted by the officers of the corporation who shall also be members of the Board of Directors. The officers of the corporation shall consist of President, Vice-President, Secretary, and Treasurer. Other officers may be provided by the By-Laws.

The initial officers of the corporation are:

President	Tony D. Curry
Vice-President	Roy L. Williams, Jr.
Secretary	Roy L. Williams, Jr.
Treasurer	Tony D. Curry

ARTICLE TEN  
Amendment of Articles and By-laws

The articles of incorporation and/or by-laws of this corporation shall be amended, altered or rescinded by two-third vote of the shareholders attending a duly called meeting for that purpose. The amendment of the articles of incorporation and/or by-laws shall be binding on all shareholders of the corporation.

ARTICLE ELEVEN  
Indemnification

Every officer, director, and trustee of this corporation shall be indemnified by the Corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which the corporation becomes involved by reason of being or having been an officer, director, or trustee of the corporation when acting in good faith within the scope of such office, or fiduciary capacity.

COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on August 14, 1995.

IN WITNESS WHEREOF, we have subscribed our names this 7th day of August, 1995 as incorporators

Roy L. Williams, Jr.  
ROY L. WILLIAMS, JR.  
Incorporator  
Tony D. Curry  
TONY D. CURRY  
Incorporator

STATE OF FLORIDA

)  
) ss:  
)  
)

COUNTY OF DUVAL

On this 7<sup>th</sup> day of August, 19 91, before me the undersigned officer, personally appeared ROY L. WILLIAMS, JR. and TONY D. CURRY, known to me to be the persons whose names are subscribed to the instrument within, and acknowledged that he/they executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal,

*Patricia Amonette*  
Notary Public PATRICIA AMONETTE  
My Commission Expires: FLORIDA  
PUBLIC My Comm Exp 8/27/96  
COMM NBR CC220017

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE  
of  
DOO OR DIE, INC.

Pursuant to the provision of Section 617.0501, Florida Statutes, the undersigned not for profit corporation organized under the laws of the State of Florida submits the following statement in designating the registered office and registered agent in the State of Florida:

1. The name of the corporation is DOO OR DIE, INC.
2. The name and address of the registered agent and registered office of the corporation is: Roy L. Williams, Jr. 358 Skate Road, Atlantic Beach, Florida 32233.

HAVING BEEN DESIGNATED AS A REGISTERED AGENT AND THE PERSON AUTHORIZED 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 SERVE IN THE CORPORATION IN THAT CAPACITY. I FURTHER AGREE TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AS REGISTERED AGENT FOR THE CORPORATION, AND ACKNOWLEDGE THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF THE POSITION OF REGISTERED AGENT FOR THE CORPORATION.

Dated 08/07/95

*Roy L. Williams, Jr.*  
Roy L. Williams, Jr.  
Registered Agent of  
The Providence/Sandust