

TRANSMITTAL LETTER

Secretary of State
Division of Corporations
P. O. Box 63
Tallahassee, FL 32314

SUBJECT:

The Downtown Scene Newspapers, Inc.
(Proposed corporate name - must include suffix)

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-12/06/96--01033--013
*****70.00 *****70.00

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Peter Altschuler

Name (Printed or typed)

6602 Fountains Circle

Address

Lake Worth, FL 33467

City, State & Zip

(561) 704-0317

Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Articles of Incorporation

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

I. **Name** - The name to be incorporated, under the laws of the State of Florida, shall be *The Downtown Scene Newspapers, Inc.* ("The Corporation"). See Article XI.

II. **Address of Principal Office** - The initial address of the principal office and mailing address shall be 6602 Fountains Circle, Lake Worth, FL 33467.

III. Stock

- A. **Number of shares** - There shall be created one hundred shares.
- B. **Initial distribution of shares** - Fifty shares shall initially be owned by Peter Altschuler, and the remaining fifty shares are to be owned by Ken Morrison. Mr. Altschuler and Mr. Morrison will hereby be referred to as the "principle shareholders".
- C. **Voting**
 - 1. One share equals one vote.
 - 2. Majority rules, with the exception of any clause contained in these articles of incorporation that states otherwise.
 - 3. In the event of a tie vote, the issue will be dropped with the possibility of reviewing it at a future date. If the issue is decidedly a delicate one, then the principle shareholders may elect to hire a third party arbitrator (to be agreed upon by all principle shareholders).
- A. **Creation of new shares** - Shares may be split in a future date by majority vote of the shareholders. Class "B" and Class "C" shares may be created that will not have voting or dividend power. This is to be decided by the officers upon the creation of these new shares.
- B. **Going public** - Should the officers and shareholders decide to have an initial public stock offering, all principle shareholders must contribute an equal number of shares to The Corporation. The contributed shares will then be offered to the general public.
- C. **Selling shares of principle shareholders**
 - 1. Any principle shareholder at any time may buy one or the other's shares at a price to be decided by a third party arbitrator agreed to by the principle shareholders.
 - 2. Selling shares to a third party must be approved by all principle shareholders.

IV. **Initial Registered Office** - This shall be the same as Article II.

V. **Address of the Incorporators** - The address of the incorporators is the same as Article II.

VI. Purpose of Business

- A. To publish newspapers to be called "*The Downtown Scene*" (see section XI). Other publications, including Internet publications, may be included in expansion plans.
- B. To be a for-profit corporation, with the main income stream being advertisement sales.

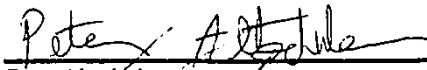
VII. **Expansion** - The officers may decide to expand into new markets by creating sister newspapers, and shall have the option to use the good credit of The Corporation to pay for such expansion.

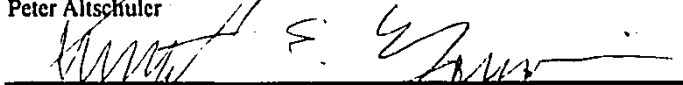
VIII. Officers

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- A. **Chief Executive Officer ("CEO")** – The CEO is responsible for day-to-day operations of the main lines of business (i.e. publishing, editorial, layout). The CEO may hire personnel related to this role, and shall be the top of the hierarchy of all related departments.
 - B. **Chief Financial Officer ("CFO")** – The CFO is responsible for day-to-day operations of the financial lines of business (i.e. sales, accounting, distribution). The CFO may hire personnel related to this role, and shall be the top of the hierarchy of all related departments.
 - C. **Election of officers**
 - 1. Officers are elected by the shareholders.
 - 2. Elections are held once a year on the first working day of the anniversary of incorporation.
 - 3. During the first year of operation, Peter Altschuler shall be named CEO and Ken Morrison shall be named CFO.
 - 4. Any tie votes after the first full year of operation will mean a win for the incumbents (if they are running). If the incumbents are not running during elections, and there is a tie vote, the incumbent CEO will have the swing vote.
- IX. **Budget** – The budget shall be approved by the CEO and CFO. If an agreement cannot be reached on the budget in a reasonable time period (a week), the matter shall be taken to a mutually agreed upon third party. Budgets shall be approved at the first of each month.
- X. **Payment to shareholders** – Payment shall to be made in the form of a dividend to be agreed upon by the principle shareholders. Dividends are to be distributed equally among the shareholders. Salaries to officers must have unanimous approval of the principle shareholders.
- XI. **Contractual services for The Downtown Scene** – As long as Peter Altschuler is a principle shareholder, The Corporation will have a permanent contract with Mr. Altschuler for the use of the name "*The Downtown Scene*". *The Downtown Scene* was initially registered with the State of Florida under Peter Altschuler as the owner, and use of it by The Corporation is permitted exclusively under contractual agreement between Peter Altschuler and The Corporation.
- XII. **Amendments** – These articles of incorporation are binding, and amendments shall be approved only by unanimous consent of the principle shareholders.

The undersigned incorporators have executed these Articles of Incorporation th second day of December, 1996.


Peter Altschuler


Ken Morrison

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is The Downtown Scene Newspapers, Inc.

2. The name and address of the registered agent and office is:

Peter Altschuler
(NAME)

6602 Fountains Circle
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Lake Worth, FL 33467
(CITY/STATE/ZIP)

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Having been named as registered agent and 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 act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Pete Altschuler
(SIGNATURE)

12/2/96
(DATE)