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William L. Whitacre

Requestor's Name

1900 Universal Studios Plaza
Building 22, Suite 211

Address

Orlando, FL 32819-7610

City/State/Zip

Phone #

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

1. Acen Smith, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

D. BROWN JUL 10 1997

ARTICLES OF INCORPORATION

OF

TOON SMITH, INC.

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The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:

TOON SMITH, INC.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

608 S. Main Avenue #12
Clermont, FL 34711

**ARTICLE IV
PURPOSE**

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States, including but not limited to production and marketing of entertainment and commercial advertising product.

THESE ARTICLES PREPARED BY:
WILLIAM L. WHITACRE, ESQUIRE
FLORIDA BAR 170693

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of common stock at a par value of \$.01 per share.

**ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office of the corporation is as follows:

Tommy Barstow
608 S. Main Avenue #12
Clermont, FL 34711

**ARTICLE VII
INCORPORATOR**

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

William L. Whitacre
1000 Universal Studios Plaza
Building 22, Suite 211
Orlando, FL 32819-7610

**ARTICLE VIII
DIRECTORS**

The corporation shall have two directors initially. The number of directors may be changed from time to time in accordance with the By-Laws, but if directors are elected by the shareholders, the number of directors shall never be less than two. The names and addresses of the initial directors, who shall be appointed at the organizational meeting of the corporation, and who shall serve for terms as set forth in the By Laws, are:

Larry Smith
Tommy Barstow
608 S. Main Avenue #12
Clermont, FL 34711

ARTICLE IX AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter amend or repeal these Articles of Incorporation shall be vested in the Shareholders by a sixty percent (60%) vote.

ARTICLE X PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI MANAGEMENT BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

ARTICLE XII INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Florida Statutes.

ARTICLE XIII AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors by a sixty percent (60%) vote.

ARTICLE XIV SHAREHOLDER QUORUM AND VOTING

Only sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV GREATER SHAREHOLDER VOTING REQUIREMENTS

The affirmative vote of sixty percent (60%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: MERGERS, ACQUISITIONS EXCEEDING \$200,000.00, SALES OF ASSETS EXCEEDING \$100,000.00, and DISSOLUTION OF THE CORPORATION.

ARTICLE XVI VOTING LISTS

The officer or agent having charge of the stock transfer books for the shares of this corporation shall make, at least ten (10) days prior to each meeting of shareholders a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, with the Registered Agent, for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

**ARTICLE XVII
OFFICERS**

The initial officers of the Corporation, who shall hold office for a term as established in the By Laws, are:

President/Secretary/Treasurer
Tommy Barstow
608 S. Main Avenue #12
Clermont, FL 34711

The undersigned has executed these Articles of Incorporation
this 7 th day of July, 1997.


William L. Whitacre, Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

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 agent in the State of Florida.

1. The name of the Corporation is:

TOON SMITH, INC.

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

Tommy Barstow
608 S. Main Avenue #12
Clermont, FL 34711



TOMMY BARSTOW
Registered Agent
July , 1997

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.



TOMMY BARSTOW
Registered Agent
July , 1997

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