

CAPITAL CONNECTION, INC.
 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Special Events / FBF Productions Inc.

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- Art of Inc. File Photo
- 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 _____
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Signature _____

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ARTICLES OF INCORPORATION
OF
SPECIAL EVENTS/IBF PRODUCTIONS, INC.

In compliance with Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation for profit and do hereby certify:

ARTICLE I
NAME

The name of the corporation is Special Events/IBF Productions, Inc., hereinafter called "Special".

ARTICLE II
OFFICE

The principal office of "Special" is located at 7346 Panache Way, Boca Raton, Florida 33433.

ARTICLE III
REGISTERED AGENT

Iris B. Feldman, whose address is 7346 Panache Way, Boca Raton, Florida 33433, is hereby appointed the initial registered agent of "Special".

ARTICLE IV
PURPOSE AND POWERS OF "SPECIAL"

The specific purposes for which it is formed are to conduct any lawful business, enter into contracts, leases and provide for maintenance, preservation and architectural control of the landscaping, front lawns, driveways and all other Common Area within "Special" (the "Property"), and to promote the health, safety and welfare of the Property and any additions thereto as may hereafter be brought within the jurisdiction of "Special", all in accordance with the Declaration of Covenants, Conditions and Easements for "Special" as amended from time to time ("Declaration"). In furtherance of these purposes, "Special" is empowered to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of "Special as set forth in that certain Declaration of Covenants, Conditions and Restrictions for "Special", hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Broward County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) enforce the provisions of the Declaration in its name;

(c) fix, levy, collect and enforce payment of all charges or assessments pursuant to the terms of the Declaration by any lawful means; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of "Special", including all licenses, taxes or governmental charges levied or imposed against the property of "Special";

(d) acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of "Special";

(e) borrow money, and with the assent of a majority of the members in accordance with the Declaration, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in or otherwise transfer any or all of its real or personal property as security for money borrowed, debts incurred, or any of its other obligations;

(f) dedicate, sell or transfer all or any part of the Common Area or its other property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(g) Annex additional property and Common Area, provided that any such annexation shall have the assent of a majority of the members;

(h) from time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Parcels and the Common Area, consistent with the terms of the Declaration and these Articles;

(i) have and exercise any and all powers, rights and privileges which a corporation for profit organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE V
VOTING RIGHTS AND STOCK

"Special" shall have a single class of voting membership as set forth in the Declaration; Members shall be all Owners and shall be entitled to one (1) vote for each Lot. When more than one person or entity holds an ownership interest in a Lot, all such persons must execute a voting certificate designating the individual who shall cast the vote for such Lot, and failure to file such voting certificate with "Special", at least one (1) day prior to any vote shall result in such Lot not being counted for any purpose related to voting. The maximum number of shares this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this "Special" shall be managed by a Board of at least three (3) Directors, who need not be members of "Special". The number of Directors may be changed by amendment of the By-Laws of "Special", but at no time shall be less than three (3). Any Director may succeed himself in office. At each annual meeting, the members shall elect the Directors for a term of two (2) years. The names and addresses of the persons who are to serve as the initial Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Iris B. Feldman	7346 Panache Way Boca Raton, Florida 33433
Sanford D. Feldman	2710 Valley Park Drive Baltimore, Maryland 21209
E. Scott Allsworth	1177 S.E. Third Avenue Fort Lauderdale, Florida 33316

ARTICLE VII
OFFICERS

The affairs of "Special" shall be administered by a President, a Vice President, a Secretary, a Treasurer and such other officers as may be designated by the By-Laws, and at the times and in the manner prescribed in the By-Laws. The names and addresses of the initial officers who shall serve until their death, resignation, removal or until successors are designated are as follows:

President	Iris B. Feldman
Vice President	Iris B. Feldman
Treasurer	Iris B. Feldman
Secretary	Iris B. Feldman

ARTICLE VIII
INDEMNIFICATION

"Special" shall, and does hereby, indemnify any person ("Indemnitee") for any and all liability arising from his official capacity or from any acts committed or failure to act by him in his official capacity as an officer or Director of "Special", including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of his duty to "Special", and resulting from Judgments, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of "Special", or other parties, and whether such action, suit or proceeding is commenced during or subsequent to his tenure as an officer or director of "Special" ("Proceedings").

"Special" will reimburse Indemnities for any and all actual and reasonable expenses, including, without limitation, attorneys' fees and court costs ("Expenses") as Expenses are incurred by Indemnities in Proceedings. Notwithstanding anything to the contrary herein, "Special" will not indemnify Indemnities for any liability or expenses for actions which constitute gross negligence or willful misconduct, except where such actions are undertaken at the request of "Special". The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnities are entitled, including, without limitation, those conferred under Florida law or the By-Laws, Articles or any agreement executed by "Special".

ARTICLE IX
DISSOLUTION: MERGER: CONSOLIDATION

"Special" may be merged or consolidated with another "Special" for profit, or may be dissolved, with the assent given in writing and signed by not less than a majority of members. Upon dissolution of "Special", other than incident to a merger or consolidation, the assets of "Special" shall be granted, conveyed and assigned to any profit corporation, association, trust or other organization to be devoted to the purposes of "Special" set forth herein and in the Declaration. In the event no successor is named, then the Board of Directors after first paying all liabilities of the Association, shall distribute any remaining assets to the Declarant or its successor.

ARTICLE X
DURATION

"Special" shall exist perpetually.

ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent by vote of a majority of the votes entitled to be cast by the entire membership. Amendments may be proposed by a majority of the Board of Directors or by persons entitled to cast twenty-five percent (25%) of the votes entitled to be cast by the entire membership.

ARTICLE XII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Iris B. Feldman

7346 Panache Way
Boca Raton, Fl. 33433

ARTICLE XIII

The Registered Agent and the registered office for this corporation will be:

Iris B. Feldman

7346 Panache Way
Boca Raton, Fl. 33433

ARTICLE XIV

In the event of any conflict between these Articles of Incorporation and the Declaration of Covenants Conditions and Easements for "Special" as amended from time to time ("Declaration"), the Declaration shall control over these Articles.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.



IRIS B. FELDMAN

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers of "Special" have executed these Articles of Incorporation in this the 5 day of March, 1998.

Margot Gilmore Phelps
 WITNESS
 Print Name MARGOT GILMORE PHELPS

Iris B. Feldman
 IRIS B. FELDMAN

Sue Ann Godfrey
 WITNESS
 Print Name SUE ANN GODFREY

STATE OF FLORIDA)
) SS:
 COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5 day of March, 1998, by Iris B. Feldman, who is personally known to me or who has produced _____ as identification.

Katherine M. Walls
 NOTARY PUBLIC
 Print Name: Katherine M. Walls
 My Commission Number:
 My Commission Expires:



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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared this day, IRIS B. FELDMAN, as President and Director of SPECIAL EVENTS/IBF PRODUCTIONS, INC., a Florida Corporation in good standing, and who, after being duly sworn, deposes and says as follows:

1. That she is the President and Director of SPECIAL EVENTS/IBF PRODUCTIONS, INC., a corporation in good standing in the State of Florida, originally filed with the Secretary of State on February 21, 1997.

2. That the Board of Directors have unanimously voted to change this corporation from a corporation not-for-profit to a corporation for-profit.

3. That in order to do so, IRIS B. FELDMAN has been directed to prepare Articles of Dissolution.

4. That IRIS B. FELDMAN hereby agrees and binds the for-profit corporation and will not revoke the Articles of Dissolution of the not-for-profit corporation.

5. That IRIS B. FELDMAN is a duly designated President and Director, and as such, is authorized to execute legal instruments on behalf of said corporation, and that it is her intention to file the Articles of Dissolution of the not-for-profit corporation and file new Articles of Incorporation for SPECIAL EVENTS/IBF PRODUCTIONS, INC. as a for-profit corporation.

Iris B. Feldman
IRIS B. FELDMAN, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5 March day of ~~February~~, 1998, by Iris B. Feldman, of SPECIAL EVENTS/IBF PRODUCTIONS, INC., a Florida corporation, on behalf of the corporation. He/she is personally known to me or who has produced _____ as identification and who did/did not take an oath.



Katherine M. Walls
Notary Public Katherine M. Walls
Print Name:
My Commission Number:
My Commission Expires: