

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6321
Tallahassee, FL 32314

600002755926-3
-01/27/99-01021-010
*****87.50 *****87.50

SUBJECT: JADE Productions, INC.
(Proposed corporate name must include suffix)

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 of Status

☐ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Stephen E. McChesney
Name (Printed or typed)

3936 S. Semoran Blvd, Suite 402
Address

Orlando, FL 32822
City, State & Zip

407-381-4604
Daytime Telephone number

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

FILED
99 JAN 27 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
JADE PRODUCTIONS, INC.**

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:

JADE PRODUCTIONS, INC.

ARTICLE II TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III PRINCIPAL OFFICE

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

Jade Productions, Inc.
3936 S. Semoran Blvd.
Suite 402
Orlando, Florida 32822

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 of America.

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND (1000) shares of common stock, at an initial par value of \$.01 per share.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

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

Stephen E. McChesney
3936 S. Semoran Blvd.
Suite 402
Orlando, Florida 32822

ARTICLE VII INCORPORATOR

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

Stephen E. McChesney
3936 S. Semoran Blvd.
Suite 402
Orlando, Florida 32822

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ARTICLE VIII DIRECTORS

Number of Directors

The corporation will have four (4) directors initially. The number of directors may be changed from time to time in accordance with the By-laws, but shall never be less than three (3).

Qualifications of Directors

Directors need not be residents of the State of Florida or shareholders unless these Articles of Incorporation or By-laws so require.

Authority to Fix Compensation

Directors shall have the authority to fix their compensation unless otherwise provided in these Articles of Incorporation or By-laws.

Removal of Directors

At a meeting of shareholders called expressly for that purpose, any director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of seventy-five percent (75%) of the shares then entitled to vote at an election of directors.

Consent in Writing to Board Action

If all the directors consent, jointly or collectively in writing to any action taken or to be taken by the corporation, and the writings evidencing said consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Restriction on Authority to Mortgage or Pledge Assets

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of any security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty-one percent (51%) of the shares of the corporation entitled to vote thereon and not otherwise.

Director Quorum and Voting

Only seventy-five percent (75%) of the Board of Directors need be present in order to have a quorum, and for a meeting of the directors to take place. In such an event, fifty-one percent (51%) of those present constitute a majority vote.

Meetings by Conference Telephone

Members of the Board of Directors may participate in regular and annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law. Each director must attend special meetings of the Board of Directors in fact in person.

Power to Authorize Additional Classes of Stock

The Board of Directors has the power to authorize the creation of additional classes of stock by the affirmative vote of the holders of sixty percent (60%) of the shares then entitled to vote.

Limitations on Power of Committees

In addition to the other limitations imposed herein, and by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors.

The names and addresses of the initial directors of the corporation are:

Stephen E. McChesney

3936 So. Semoran Blvd., Suite 402
Orlando, Florida 32822

James M. Li

11811 Hatcher Circle
Orlando, Florida 32824

Alexander Li

3116 Churchill Drive
Madison, Wisconsin 53713

Michael J. Metzger

13833 Waterhouse Way
Orlando, Florida 328282

ARTICLE IX AMENDMENT OF ARTICLES

These 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 seventy-five percent (75%) 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 that 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 SHAREHOLDERS

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 shareholders of this corporation.

(a) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(b) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(c) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(d) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any

of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

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 seventy-five percent (75%) vote.

ARTICLE XIV SHAREHOLDER QUORUM AND VOTING

Only seventy-five percent (75%) 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 seventy-five percent (75%) 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 LIABILITY OF THE STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this **Articles** of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 15th day of January, 1999.


Stephen E. McChesney, Incorporator

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99 JAN 7 PM 4:15
CLERK OF STATE
TALLAHASSEE FLORIDA