

From:

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09/17/2014 21:56

#126 P.001/012

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
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To: **ATTN: ANDY DUNLAP**

Division of Corporations  
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**FOREIGN PROFIT/NONPROFIT CORPORATION  
SCREEN ACTORS GUILD - AMERICAN FEDERATION OF TELEVIS**

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A. DUNLAP

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**Schulte Roth & Zabel LLP**

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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New York, NY 10022  
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212.593.5955 fax

www.srz.com

Writer's Direct Number  
212.756.2191

Writer's E-mail Address  
Christopher.Harrison@srz.com

September 8, 2014

TALLAHASSEE, FLORIDA  
14 SEP 11 PM 2:49  
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60

**VIA PRIORITY MAIL**

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Screen Actors Guild – American Federation of Television and Radio Artists  
Application By Foreign Not For Profit Corporation For Authorization  
To Conduct Its Affairs In Florida

To Whom It May Concern:

We are writing to you on behalf of Screen Actors Guild – American Federation of Television and Radio Artists, a non-profit non-stock corporation incorporated in Delaware. We are writing this letter to request that the Florida Department of State, through its Division of Corporations, accept our client's application for authorization to conduct its affairs in Florida under its actual corporate name rather than requiring this labor union to add a fictitious "inc." to its name, which would be confusing to the public and highly inappropriate given its union function.

The Screen Actors Guild – American Federation of Television and Radio Artists is a widely recognized American labor union that represents more than 165,000 artists and media professionals across the country. It operates as a non-profit labor union for the good of its professional members. As you know, since the beginning of labor unions in the United States 150 years ago, unions do not act as traditional corporations, and it would be antithetical to ask them to fictitiously parade as such.

Department of State  
Division of Corporations  
September 8, 2014  
Page 2

Fortunately, Sections 617.1505(1) and 617.0401(1)(a) of the Florida Statutes contain an appropriate exception for our client. Those sections do not require that all names of foreign entities contain the word "corporation" or "incorporated". Instead, they provide flexibility by allowing words or abbreviations of like import.

In compliance with these sections, our client's name contains such words of like import, in particular both the words "guild" and "federation". Both of these words independently signal the existence of an incorporated entity.

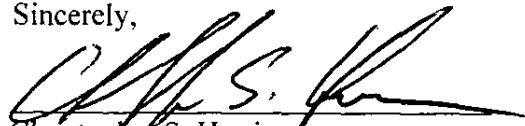
Our client not only complies with the words, but also the spirit of the Florida Statutes. The purpose of these Sections is to ensure that not for profit entities are properly distinguished from natural persons, unincorporated associations, and partnerships. Our client's name clearly identifies its status as an incorporated entity.

Screen Actors Guild – American Federation of Television and Radio Artists was duly incorporated in Delaware on the basis of the words "guild" and "federation" without the need for the words "inc." or "corporation". It has registered as a foreign corporation in numerous other states under its real name, without any issues, including several states which have substantially similar wording to the Florida Statutes. It is both a non-stock and a non-profit entity, and is certainly not the equivalent of traditional for-profit corporations that use "inc." or "corporation" in their names.

If you did not permit our client to register under its actual name, your denial would in effect be asking it to parade under a misleading and fictitious name in your state. That would be confusing to thousands of union members who rely on it to serve its union function – not to act as a corporation.

Please feel free to contact me with any questions regarding this request. This is not a corporate technicality, it is of significant importance to our client.

Sincerely,



Christopher S. Harrison  
Partner, Business Transactions  
Schulte Roth & Zabel LLP

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

**1. Screen Actors Guild - American Federation of Television and Radio Artists**

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Delaware 3. 45-4931719  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 30, 2012 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 30, 2012  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. SAG-AFTRA, Attn: Office of General Counsel, 5757 Wilshire Blvd., 7th Fl., Los Angeles, CA, 90036  
(Principal office address)

SAG-AFTRA, Attn: Office of General Counsel, 5757 Wilshire Blvd., 7th Fl., Los Angeles, CA, 90036  
(Current mailing address)

The nature of the business or purposes to be conducted or promoted by SAG-AFTRA is to actively preserve and expand the rights of and protections for its members; to negotiate the best wages, working conditions and health and pension benefits for such members; to preserve and expand members' work opportunities and vigorously enforcing their contracts; to protect members against unauthorized use of their work product; to use all legal means to pursue or promote any of the foregoing; and for any other lawful activity for which nonprofit corporations without authority to issue capital stock may be organized.

8. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 155 Office Plaza Drive

Tallahassee, Florida 32301  
(City) (Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

From:

09/17/2014 21:57

#126 P.003/012

12. Names and addresses of officers and/or directors

**A. DIRECTORS**

Chairman: See attachment A

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See Attachment A

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gabrielle Carteris, Executive Vice President  
(Typed or printed name and capacity of person signing application)

From:

09/17/2014 21:57

#126 P.004/012

Attachment A

Officers and Directors  
of  
Screen Actors Guild – American Federation of Television and Radio Artists

<u>Name</u>	<u>Title</u> <sup>1</sup>	<u>Address</u>
David White	National Executive Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Arianna Ozzanto	Chief Financial Officer	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Ken Howard	President	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Gabrielle Carteris	Executive Vice President	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Amy Aquino	Secretary-Treasurer	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Clyde Kusatsu	Vice President, Los Angeles	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Mike Hodge	Vice President, New York	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Ilyssa Fradin	Vice President, Mid-Sized Locals	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
David Hartley-Margolin	Vice President, Small Locals	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Robert Newman	Vice President, Actors/Performers	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600

<sup>1</sup> All Officers also serve as Directors.

From:

09/17/2014 21:57

#126 P.005/012

Attachment A

<u>Name</u>	<u>Title</u> <sup>1</sup>	<u>Address</u>
Catherine Brown	Vice President Broadcasters	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Dan Navarro	Vice President Recording Artists	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Polly Adams	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Don Ahles	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Jane Austin	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Bobbie Bates	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Randall Berger	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Susan Boyd Joyce	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Rodger Brand	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
John Carter Brown	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Suzanne Burkhead	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600

From:

09/17/2014 21:57

#126 P.006/012

Attachment A

<u>Name</u>	<u>Title</u>	<u>Address</u>
Bob Butler	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
L. Scott Caldwell	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Joanna Cassidy	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
William Charlton	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Assaf Cohen	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Stephen Collins	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Roy Costley	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Mimi Cozzens	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Ellen Crawford	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Rebecca Damon	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Dee Dawson	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600



From:

09/17/2014 21:58

#126 P.007/012

Attachment A

<u>Name</u>	<u>Title</u> <sup>1</sup>	<u>Address</u>
Denny Delk	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Maureen Donnelly	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Cece DuBois	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Nancy Duerr	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Michelle Dunker	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Abby Dylan	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Hal Eisner	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Patrick Fabian	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Charles Ferrara	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Jeff Garlin	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Anne Gartlan	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600

From:

09/17/2014 21:58

#126 P.008/012

Attachment A

<u>Name</u>	<u>Title</u> <sup>1</sup>	<u>Address</u>
Jason George	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Margie Ghigo	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Holter Graham	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Sumi Haru	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Jon Huertas	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
David Jolliffe	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Ezra Knight	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Joe Krebs	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Allen Lulu	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Art Lynch	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Samantha Mathis	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600

From:

09/17/2014 21:58

#126 P.009/012

Attachment A

<u>Name</u>	<u>Title</u> <sup>1</sup>	<u>Address</u>
Mary McDonald-Lewis	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Helen McNutt	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
D.W. Moffett	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Bill Mootos	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Esai Morales	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Christine Nagy	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Debra Nelson	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Jenny O'Hara	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Janice Pendarvis	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Robert Pine	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Jay Potter	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600

From:

09/17/2014 21:58

#126 P.010/012

Attachment A

<u>Name</u>	<u>Title<sup>1</sup></u>	<u>Address</u>
Linda Powell	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Roberta Reardon	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Patricia Richardson	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Mark Roberts	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Scott Rogers	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Woody Schultz	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Richard Shavzin	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Martin Sheen	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Leslie Shreve	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Susan Snyder	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Jeff Spurgeon	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600

From:

09/17/2014 21:58

#126 P.011/012

Attachment A

<u>Name</u>	<u>Title</u> <sup>1</sup>	<u>Address</u>
Peter Tocco	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Lisa Vidal	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Liz Zazzi	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Ron Morgan	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Kevin Scullin	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600
Sheila Ivy Traister	Director	SAG-AFTRA 5757 Wilshire Blvd., 7 <sup>th</sup> Floor Los Angeles, CA 90036-3600

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCREEN ACTORS GUILD - AMERICAN FEDERATION OF TELEVISION AND RADIO ARTISTS" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT, STOCK CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCREEN ACTORS GUILD - AMERICAN FEDERATION OF TELEVISION AND RADIO ARTISTS" WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

5102984 8300S

140608806

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1363515

DATE: 05-12-14