

ARTICLES OF INCORPORATION
OF
Texas Filmmakers' Corporation

We, the undersigned persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of Incorporation of Texas Filmmakers' Corporation under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE I
NAME

The name of the corporation is Texas Filmmakers' Corporation. The corporation's initial registered office is located at: 309 North Locust, Denton, TX. 76201. The initial registered agent is Joshua Butler.

ARTICLE II
PURPOSE

The corporation is organized and will be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any subsequent United States revenue law. Specifically, the purposes of the corporation shall be:

- (a) To educate members in film and video production through lectures, public discussion groups, panels, seminars, workshops, or other similar programs.
- (b) To educate members through the application of learned skills on film and video productions.
- (c) To educate members through the facilitation of their own, or other member's own, film and video productions through the permissible use of other members, organizationally-owned equipment, and other organizationally-controlled resources.
- (d) To provide at least one scholarship annually to a qualified student.
- (e) In film and video production, to encourage and provide outlets for the creative skills and energies of the local student community.

ARTICLE III
DURATION

The period of Duration for the corporation shall be perpetual.

ARTICLE IV
STOCK

The corporation shall have no capital stock.

ARTICLE V
RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c) (3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
6. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
7. Carry on an unrelated trade or business except as an incidental activity related to the Corporation's primary, exempt, purpose.

ARTICLE VII DIRECTORS/MEMBERS

The corporation shall have members. Any individual willing to fill out an application can become a member. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of five (5) persons. The number of directors may be increased or decreased by adoption or amendment of bylaws. The number of directors may not be decreased to less than three.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Joshua Butler, 1408 Teasley Ln. #713, Denton, Texas, 76205
Carol Salazar, 1433 Knight, Denton, Texas, 76205
Mariola Schmid, 940 Oakview, Double Oak, Texas, 75077
Will Penson, 1310 Scripture #1303, Denton, Texas, 76202
Matt Aines, 5972 Campus Ct., Plano, Texas, 75093

ARTICLE VIII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX DISSOLUTION

Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c) (3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE X
INCORPORATORS

The name and street addresses of each incorporator is:

Name of Incorporator	Address
Joshua Butler	1408 Teasley Ln. #713
Mariola Schmid	940 Oakview
Will Penson	1310 Scripture #1303
Matt Aines	5972 Campus Ct.

We execute these Articles of Incorporation on May 21, 2004