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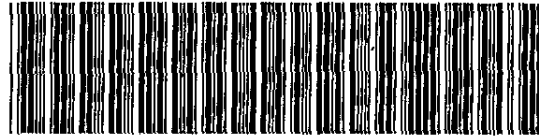
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CY 8-31

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Friends of Joe, 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

ADDITIONAL COPY REQUIRED

FROM: Anne Kearton
Name (Printed or typed)

311 Hillside Drive
~~Avenue~~
Address

Lakeland, FL 33803
City, State & Zip

(863) 646-1972
Daytime Telephone number

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

Dated 8-24-05

05 AUG 29 AM 7:59
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Friends of Joe, Inc.

The corporation shall be a corporation not for profit, organized under the Florida Not for Profit Corporation Act.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 311 Hillside Drive, Lakeland, FL 33803

ARTICLE III PURPOSES

The specific purposes for which the corporation is organized are to receive and maintain a fund of real or personal property, or both and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, education and scientific purposes so as to

- promote cultural diversity in a wholesome listening room environment for local and national singer/songwriters and performers,
- foster and promote traditional, contemporary and multi-cultural music and related performing arts in Central Florida,
- strengthen and advance organizational and individual initiatives in music and arts through education, networking, advocacy, and professional and field development, and
- increase understanding of the rich variety, artistic value, cultural and historical significance, and continuing relevance of music among educators, media and the general public

No part of the assets or the net earnings of this corporation shall inure to the benefit of or be distributed to any of its members, trustees, directors, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501c (3) purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The corporation shall be empowered to conduct and carry out any of the activities which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law.

Notwithstanding any other provision of these articles, this corporation shall not carry any activities not permitted to be carried on by:

(a) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation, the contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

The corporation shall have perpetual existence.

Upon dissolution or the winding up of the affairs of the corporation, for whatever reason, its assets shall be first applied to the payment of an liabilities and the balance thereof shall be distributed, transferred, conveyed, delivered and paid over to one or more existing organizations which themselves are exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code, or to the federal, state or local government exclusively for the public purposes.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

THE FOUNDERS APPOINT THE FIRST BOARD OF DIRECTORS .
The affairs of the corporation shall be managed by a board of directors of not less than seven (7) nor more than fifteen (15) directors. The term of office of each of such director shall be three (3) years.

Except for the initial directors hereinbelow listed, directors shall be elected by a majority vote of the board of directors at its annual meeting.

The names and addresses of the persons who are to serve as initial directors, until the further election thereof, and the initial terms of said initial directors are as follows:

Carlton Phelps
1029 Avon Avenue
Lakeland, FL 33801

Bryan Rivers
407 Prado Place
Lakeland, FL 33803

Robert Phillips
301 E. Belmar Street
Lakeland, FL 33803

Marten Walters
1211 Fairfax South
Lakeland, FL 33813

Joey Prine
1744 Clarendon Ave.
Lakeland, FL 33803

Anne Kearton
311 Hillside Drive
Lakeland, FL 33803

Ron Canady
2054 Ryan Way
Winter Haven, FL 33885

Kenny West
845 New York Avenue S.
Lakeland, FL 33815

Peter Helwig
6700 South Florida Avenue, Suite 31
Lakeland, FL 33813

All of the corporate powers, except as otherwise provided in these Articles, or by the laws of the State of Florida, shall be and hereby are vested in and shall be exercised by the board of directors. Agreement and action of a majority of said directors in attendance at a legally constituted meeting shall be binding upon the corporation.

The directors at their annual meeting shall elect a president, treasurer and secretary, all of whom shall also be directors, and who are authorized to act for the corporation and its directors. The names of the officers who are to serve until the first election thereof are as follows:

President: Anne Kearton

Treasurer: Carlton Phelps

Secretary: Marten Walters

Amendments to these Articles shall be proposed and adopted by a

two-thirds vote of the directors of this corporation present at a legally constituted meeting of which at least three (3) days' written notice has been mailed to such directors.

The By-Laws of this corporation shall be made, and shall be subject to amendment, by a majority vote of the directors of this corporation present at a legally constituted meeting of which at least three (3) days' written notice has been mailed to such directors.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Peter F. Helwig
Harris & Helwig, P.A.
Suite 31
6700 South Florida Avenue
Lakeland, FL 33813

ARTICLE VI INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

Anne Kearton
311 Hillside Drive
Lakeland, FL 33803

Marten Walters
1211 Fairfax Street
Lakeland, FL 33813

IN WITNESS WHEREOF, the undersigned incorporators have hereunto

subscribed their hands and seals at Lakeland, Florida this 23rd day of August, 2005.

Anne Kearton (L.S.)
Anne Kearton

Mark Walters (L.S.)
Marten Walters

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 a registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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.

[Signature]
Signature of Registered Agent

8-23-05
Date

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TALLAHASSEE, FLORIDA