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(Business Entity Name)

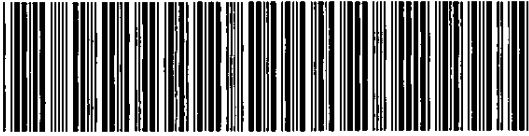
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**COVER LETTER**

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

SUBJECT: Seraph Brass Corp  
(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: Mary Bowden  
Name (Printed or typed)

776 90<sup>th</sup> Ave. N.  
Address

Naples, FL 34108  
City, State & Zip

215-850-5847  
Daytime Telephone number

marytrpt@yahoo.com  
E-mail address: (to be used for future annual report notification)

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

Articles of Incorporation

Of

**Seraph Brass, Corp.**  
A Florida Not-For-Profit Corporation

Article I  
NAME

The name of this Not-For-Profit Corporation shall be Seraph Brass, Corp. (hereinafter called the "Corporation").

Article II  
DURATION

The duration of the Corporation shall be perpetual.

Article III  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 776 96<sup>th</sup> Ave. North, Naples, Florida, 34108.

Article IV  
PURPOSE

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of State. The specific purpose for which this Corporation is organized is to provide high quality musical performances, and to educate young musicians.

Article V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 776 96<sup>th</sup> Ave. North, Naples, Florida, 34108; and the name of the Corporation's initial registered agent at that address is Mary Elizabeth Bowden.

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Article VI  
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of the directors shall be regulated by the Bylaws.

The three initial board members are:

Mary Elizabeth Bowden, 776 96<sup>th</sup> Ave. N. Naples, FL 34108

Mary Katherine Ambrose, 500 McIntire Road, Apt. 1, Charlottesville, VA 22902

David Dash, 776 96<sup>th</sup> Ave. N., Naples, FL 34108

Article VII  
MEETINGS

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

Article VIII  
DISSOLUTION

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX  
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of 501 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the Corporation shall not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

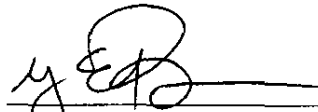
Article X  
INCORPORATORS

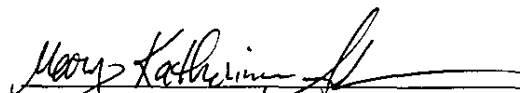
The names and addresses of the persons signing these Articles of Incorporation are:

Mary E. Bowden, 776 96<sup>th</sup> Ave. North, Naples, FL 34108

Mary Katherine Ambrose, 500 McIntire Road, Apt. 1, Charlottesville, VA 22902

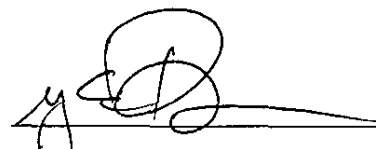
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 6<sup>th</sup> day of June, 2016.

  
\_\_\_\_\_  
Mary Elizabeth Bowden, Incorporator

  
\_\_\_\_\_  
Mary Katherine Ambrose, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

Having been appointed the Registered Agent of Seraph Brass, Corp. and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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 on this 6<sup>th</sup> day of June, 2016.

  
\_\_\_\_\_  
Mary Elizabeth Bowden  
Registered Agent