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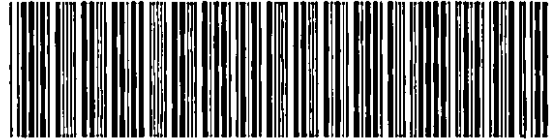
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TALLAHASSEE, FLORIDA

17 OCT 25 PM 3:22

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# COVER LETTER

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

**SUBJECT:** Florida Keys Guitar Festival, 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:** Paul S Mills, CPA  
Name (Printed or typed)

1541 Fifth Street  
Address

Key West, FL 33040  
City, State & Zip

305 294 3699  
Daytime Telephone number

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**

In compliance with Chapter 617, F.S., (Not for Profit) **OCT 25 PM 3:22**

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**ARTICLE I NAME**

The name of the corporation shall be: Florida Keys Guitar Festival, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2908 Riviera Drive  
Key West, FL 33040

**ARTICLE III PURPOSE**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(C)(3) of the Internal Revenue Code, including, for such purposes, to teach as many children as possible how to play the guitar at no cost. This service will be provided to children who cannot afford the cost of guitars and teachers in the Florida Keys.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed:

The manner in which the directors are elected or appointed is stated in the By-Laws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name: Matthew Jampol  
Title: Executive Director  
Address: 2908 Riviera Drive  
Key West, FL 33040

Name: Theo Derleth  
Title: Secretary  
Address: 5800 Overseas Highway  
Suite 40  
Marathon, FL 33050

Name: David Feder  
Title: President  
Address: P. O. Box 1576  
Tavernier, FL 33070

Name: Rolando Rojas  
Title: Director  
Address: 1213 14<sup>th</sup> Street, Lot 180  
Key West, FL 33040

Name: Patrick Foley  
Title: Director  
Address: 355 Sound Drive  
Key Largo, FL 33037

**ARTICLE VI REGISTERED AGENT**

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

Name: Paul S. Mills, CPA  
Address: 1541 Fifth Street  
Key West, FL 33040

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: Matthew Jampol  
Address: 2908 Riviera Drive  
Key West, FL 33040

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FALLON ASSOCIATES, FIDELITY

**ARTICLE VIII TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

**ARTICLE IX QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By-Laws of the corporation.

**ARTICLE X VOTING RIGHTS**

Officers and directors of the corporation will have such voting rights as provided in the By-Laws of the corporation.

**ARTICLE XI LIABILITIES FOR DEBTS**

Neither the officers or the Board of Directors of the corporation shall be liable for the debts of the Corporation.

**ARTICLE XII AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIII DISSOLUTION**

In the event of dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

However, if the named recipient, is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(C)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**ARTICLE XIV LIMITATION ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**ARTICLE XV PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

**ARTICLE XVI COMPENSATION RESTRICTION**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation, (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate; I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Paul A Mills CPA

Required Signature of Registered Agent

10/15/2017

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Matthew J. [Signature]

Required Signature of Incorporator

10/17/17

Date