

THE LAW OFFICES OF  
**JOHN BRADLEY AND ASSOCIATES, P.A.**

1215 EAST BROWARD BOULEVARD, SUITE 200  
FORT LAUDERDALE, FLORIDA 33301

JOHN F. BRADLEY

**N96000006580**

(954) 523-6160

December 9, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500002035315--2

-12/20/96--01090--006

\*\*\*\*\*70.00 \*\*\*\*\*70.00

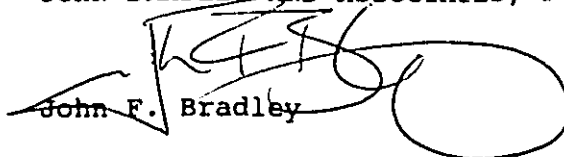
**Re: Songwriters in the Round, Inc.  
Articles of Incorporation Filing**

Dear Sirs,

Please find enclosed Articles of Incorporation for the above referenced subject, together with our check in the amount of \$70.00. Please file the same at your earliest opportunity and return a copy thereof in the self-addressed, stamped envelope enclosed. If you have any questions, please feel free to contact this office. Thanking you for your attention to this matter, I am

Sincerely yours,

JOHN BRADLEY AND ASSOCIATES, P.A.

  
John F. Bradley

JFB:br  
Encs.  
cc: Songwriters in the Round, Inc.

95 DEC 20 PM 2:02  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

*Handwritten initials and date:*  
12/21

RECEIVED  
MAY 2 2002

**ARTICLES OF INCORPORATION**  
**OF**  
**SONGWRITERS IN THE ROUND, INC.**

The undersigned, acting as Incorporator for the purpose of forming a not for profit Corporation under the provisions of Chapter 617 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation is SONGWRITERS IN THE ROUND, INC.

**ARTICLE II**

**PURPOSE**

The Corporation is organized to operate exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any successor legislation (hereinafter referred to as the "Code"). Further, the purposes for which the Corporation is organized include but are not limited to exposing the public to musical experiences and the art of song writing through association and critique by others in the field, and the production of events and forums geared thereto.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 III**

**POWERS**

3.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended, or

by any other law of Florida applicable in any manner to not for profit corporations limited only by the restrictions set forth in the Articles of Incorporation and in said Chapter 607 and 617 of the Florida Statutes.

3.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, trustee or officer; provided, however, that compensation in reasonable amounts may be paid for services rendered, that benefits may be conferred and that distributions may be made in accordance with Section 617.11(1).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth in the Articles hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities 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.

3.3 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may be hereafter amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may be hereafter amended, or (iii) by a not for profit corporation organized under the laws of Florida as they now exist or as they may be hereafter amended.

#### ARTICLE IV

##### NONSTOCK MEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock membership corporation. Qualifications for members and the manner of their

admission to membership in the Corporation shall be as regulated by the Bylaws of the Corporation.

#### ARTICLE V

##### BOARD OF TRUSTEES

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Trustees, except as may be otherwise provided in these Articles of Incorporation or in the bylaws of the Corporation, or as may be otherwise required by any of the provisions of Chapters 607 or 617 of the Florida Statutes as they now exist or as they may be hereafter amended. The number of Trustees shall be determined and fixed pursuant to the Bylaws of the Corporation, but shall consist of at least three (3) persons. The manner in which the trustees shall be elected or appointed shall be set forth in the Bylaws.

#### ARTICLE VI

##### REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and Registered Agent of the Corporation is:

Charles Brent  
401 69th Street, Suite 7-D  
Miami Beach, FL 33141

The principal office of the corporation shall be at the same address.

#### ARTICLE VII

##### INITIAL BOARD OF TRUSTEES

The names and addresses of the persons who are to constitute and serve as the initial Board of Trustees of the Corporation are:

Charles Brent  
401 69th Street, Suite 7-D  
Miami Beach, FL 33141

Desmond Child  
6401 Pinetree Drive Circle  
Miami Beach, FL 33141

Ellen Moraskie  
763 Collins Avenue, #301  
Miami Beach, FL 33139

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Charles Brent  
401 69th Street, Suite 7-D  
Miami Beach, FL 33141

**ARTICLE IX**

**BYLAWS**

The power to adopt, change, amend and repeal the Bylaws of the Corporation shall be vested solely in the Board of Trustees of the Corporation.

**ARTICLE X**

**TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE XI**

**DISSOLUTION**

Upon the dissolution of the Corporation, and subject to the provisions of Section 617.05 of the Florida Statutes as it now exists or as it may be hereafter amended, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation, if any, to such organization or organizations existing and operating exclusively for charitable, scientific, literary or educational purposes and at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set his hand and seal this 26<sup>th</sup> day of November, 1996, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

CB  
Charles Brent  
Incorporator/Resident Agent

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Charles Brent,

1. {  } to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he executed the same.

OR

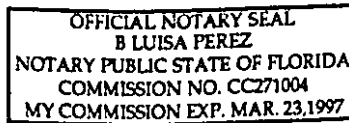
2. {  } who produced identification in the form of \_\_\_\_\_ and acknowledged under oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 26<sup>th</sup> day of November, 1996.

B. Luisa Perez  
Notary Public

B. LUISA PEREZ  
(Type/print Name of Notary)

My Commission Expires:



SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 20 PM 2:02

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

Marvin David Levy is an individual residing within the state and maintaining a business office identical with the registered office and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CB  
Charles Brent