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LIMITED LIABILITY COMPANY

HOOT/WISDOM MUSIC PUBLISHING, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

24565-107476

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**ARTICLES OF ORGANIZATION OF
HOOT/WISDOM MUSIC PUBLISHING, LLC
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of the limited liability company is **HOOT/WISDOM MUSIC PUBLISHING, LLC** (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 777 Glades Road, Boca Raton, Florida 33431.

**ARTICLE III
DURATION**

The period of duration for the Company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The management of the Company is reserved to its board of managers and is, therefore, a manager-managed limited liability company.

**ARTICLE V
PURPOSE**

The Company has been formed exclusively (a) for the benefit of Florida Atlantic University, and (b) for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meanings herein that they have in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect (the "Internal Revenue Code"). Without limiting the generality of the foregoing, the purposes of the

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Company shall include the furtherance of the education of students and faculty of Florida Atlantic University in the study of the music industry through the publication of works of music of students and faculty of Florida Atlantic University; provided, however, that notwithstanding the foregoing:

(1) The Company shall not engage in any activity that may not be engaged in by a organization that is described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or by a direct-support organization as defined in section 1004.28 of the Florida Statutes; and,

(2) The Company shall not give, either directly or indirectly, any gift to a political committee or committee of continuous existence as defined in section 106.011 of the Florida Statutes for any purpose other than those authorized by the Board of Managers as being directly related to the educational mission of Florida Atlantic University; and,

(3) The Company shall not convey, lease, pledge or otherwise encumber assets of the State of Florida; and,

(4) No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and,

(5) The Company shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office; and,

(6) No part of the net earnings or other assets of the Company shall inure to the benefit of any director, manager, officer, or contributor of the Company, or other private person, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments in furtherance of the purposes of the Company set forth herein.


ARTICLE VI
DISSOLUTION

Upon dissolution of the Company, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the Florida Atlantic University Foundation, Inc., provided that it is a direct-support organization as defined in section 1004.28 of the Florida Statutes and that it is an organization described in section 501(c)(3) of the Internal Revenue Code. If Florida Atlantic University Foundation, Inc. is no longer in existence, is not a direct-support organization, or is no longer an organization described in section 501(c)(3), then the remaining assets shall be distributed to such scientific, educational or charitable organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as may be selected by the Board of Managers of the Company, subject to the approval of the President of Florida Atlantic University and the Board of Trustees of Florida Atlantic University, and none of the assets will be distributed to any member, director or officer of the Company or to any private person.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered agent is 777 Glades Road, Boca Raton, Florida 33431. The name of the Company's initial registered agent at that office is Jack Ludin.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 4th day of March, 2004.


David I. Beckett, Authorized Representative
of the Member

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of Hoot/Wisdom Music Publishing, LLC, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent 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 as provided for in Chapter 608, Florida Statutes.



Jack Ludin

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