

TURNER & LYNN

ATTORNEYS AT LAW

Vernon W. Turner (ret.)
Sandra T. Lynn
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41 Harbour House
Key Largo, Florida 33037
Telephone: (305) 367-3004

Please reply to:
Key Largo office: _____
Homestead office: XXX

April 11, 2000

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

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-04/17/00--01003--010
****122.50 *****78.75

Gentlemen:

Re: The Music Foundation, Inc.
Not for Profit Articles of Incorporation

Enclosed are an original and one (1) copy of the Articles of Incorporation for The Music Foundation, Inc., as well as a check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Designation	35.00
Certified Copy	52.50

\$122.50

A stamped, self-addressed envelope is enclosed for your convenience in returning the certified copy of the Articles of Incorporation to us.

If you require any additional information, please call our office.

Very truly yours,

TURNER & LYNN

By: _____

SANDRA T. LYNN, ESQ.

STL:
Enclosures

S. Thompson APR 19 2000

ARTICLES OF INCORPORATION
OF
THE MUSIC FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
00 APR 14 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The Music Foundation, Inc.

The name of this corporation is **The Music Foundation, Inc.** The principal place of business of the corporation is 22 Baker Road, Key Largo, Florida 33037. The principal mailing address of the business is 22 Baker Road, Key Largo, Florida 33037.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) for the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- (b) for the sponsoring of religious music events for the homeowners and members of Ocean Reef Club.

- (c) to operate exclusively in any other manner for such charitable purpose as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

(a) **Board of Trustees.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be three, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at 22 Baker Road, Key Largo, Florida 33037 on November 1 of each year at 12:00 noon, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
JOHN A. BROOKE	22 Baker Road Key Largo, FL 33037
SHIRLEY D. SHIPLEY	33 Card Sound Road Key Largo, FL 33037
BARBARA M. JACOBS	31 Card Sound Road Key Largo, FL 33037

(b) **Corporate Officers.** The Board of Trustees shall elect the following officers; President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

	<u>Name</u>	<u>Address</u>
President:	JOHN A. BROOKE	22 Baker Road Key Largo, FL 33037
Vice President:	BARBARA M. JACOBS	31 Card Sound Road Key Largo, FL 33037
Secretary/Treasurer:	SHIRLEY D. SHIPLEY	33 Card Sound Road Key Largo, FL 33037

ARTICLE VI

Earnings & Activities of Corporation

(a) 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 Article IV hereof.

(b) 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 any candidate for public office.

(c) 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

- (a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

- (b) Any person paying the donation provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

ARTICLE IX

Subscribers

The names and residence addresses of the subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
JOHN A. BROOKE	22 Baker Road Key Largo, FL 33037
SHIRLEY D. SHIPLEY	33 Card Sound Road Key Largo, FL 33037
BARBARA M. JACOBS	31 Card Sound Road Key Largo, FL 33037

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

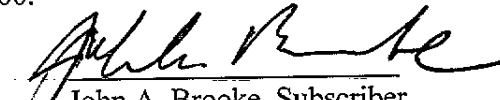
ARTICLE XII
Registered Agent and Office

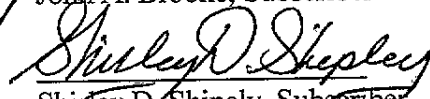
The address of the corporation's registered office shall be 41 Harbour House, Key Largo, FL 33037 and the name of its registered agent at said address shall be SANDRA T. LYNN, ESQ,

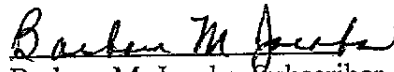
ARTICLE XIII
Amendment of Articles

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 10 day of April, 2000.


John A. Brooke, Subscriber


Shirley D. Shipely, Subscriber

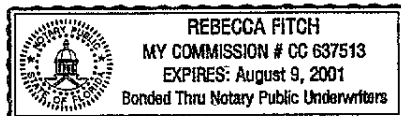

Barbara M. Jacobs, Subscriber

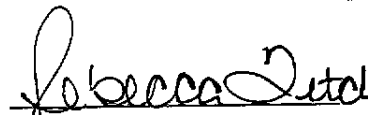

Sandra T. Lynn, Esq. Registered Agent

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared JOHN A. BROOKE, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of April, 2000.

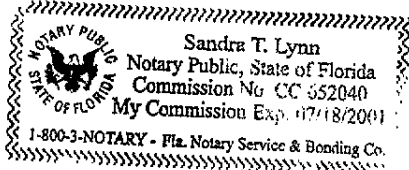


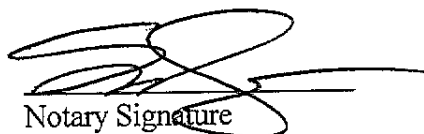

Notary Signature

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared SHIRLEY D. SHIPLEY, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of APRIL, 2000.

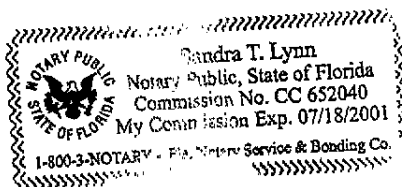



Notary Signature

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared BARBARA M. JACOBS, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of APRIL, 2000.




Notary Signature

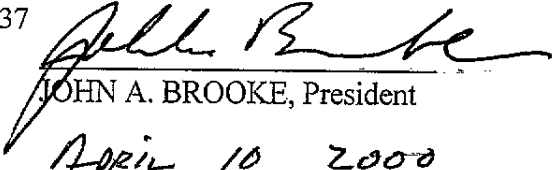
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 APR 14 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

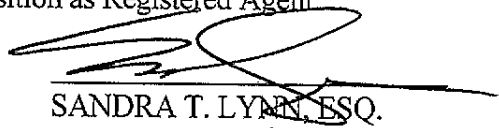
1. The name of the corporation is THE MUSIC FOUNDATION, INC.
2. The name and address of the Registered Agent and office is:

SANDRA T. LYNN, ESQ.
41 Harbour House
Key Largo, FL 33037


JOHN A. BROOKE, President

April 10, 2000
Date

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 do 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


SANDRA T. LYNN, ESQ.

4/7/00
Date