

N1000000008334

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000065552 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : FOLEY & LARDNER
Account Number : I19980000047
Phone : (407)423-7656
Fax Number : (407)648-1743

DOCUMENT PREPARED BY DAWN HEAVEY (#1124)

CLIENT/MATTER NO. 070285-0139

NO. OF PAGES 6

FLORIDA NON-PROFIT CORPORATION

Hard Rock Cafe Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 AM 11:29

ARTICLE V
Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code (the "Code") and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for one or more of the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax on undistributed income imposed by Code Section 4942(a).

(2) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a).

(3) The Corporation shall not retain any excess business holdings, as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a).

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Code Section 4944.

The Corporation shall initially have one member, which shall be a voting member. The sole initial member of the Corporation shall be Hard Rock Cafe International (USA), Inc. ("HRCI"), a Florida corporation. Additional members of the Corporation, all of whom, except for the successor in interest to HRCI's voting membership interest, shall be non-voting members, may be appointed only by HRCI or the successor in interest to HRCI's voting membership interest in the Corporation. No member may transfer its membership interest in the Corporation or any right arising therefrom, except that HRCI or any successor in interest to HRCI's voting membership interest may transfer its voting membership interest in whole, but not in part, as it deems appropriate.

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the bylaws, but the number of Directors shall not be less than three (3).

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3), 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code, or corresponding section of any future United States Internal Revenue Law, as determined in the plan to dissolve adopted in the manner set forth above in this Article VIII.

ARTICLE IX
Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

ARTICLE X
Incorporator

The name and address of the sole incorporator of the Corporation is: Horace G. Dawson, III, 6100 Old Park Lane, Orlando, Florida 32835.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of December, 2000.



Horace G. Dawson, III, Incorporator

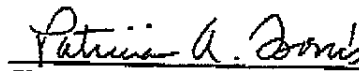
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on December 11, 2000, by Horace G. Dawson, III, who:

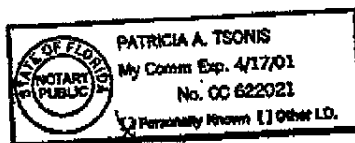
(notary must check applicable box)

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification
☐ produced _____ as identification.

{Affix Notary Seal}



Signature of Notary



ACCEPTANCE OF APPOINTMENT

BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article III of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 15 day of December, 2000.

REGISTERED AGENT:

CT CORPORATION SYSTEM

By: Wicky Goldstein

WICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 AM 11:29