

NO1000005622

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON  
PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW  
www.katzlaw.com

Orlando Office

Suite 900  
111 North Orange Avenue  
ORLANDO, FL 32801  
(407) 841-7100  
fax (407) 648-0660

Tallahassee Office

12<sup>th</sup> Floor  
106 East College Avenue  
TALLAHASSEE, FL 32301  
(850) 224-9634  
fax (850) 222-0103

Miami Office

Suite 409  
2999 NE 191<sup>st</sup> Street  
AVENTURA, FL 33180  
(305) 932-0996  
fax (305) 932-0972

Washington, DC Office

Suite 750  
801 Pennsylvania Avenue, NW  
WASHINGTON, DC 20004  
(202) 393-1162  
fax (202) 393-5959

Reply to: Tallahassee Office

August 9, 2001

**Via Hand Delivery**

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

300004527309--2  
-08/09/01--01047--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Prima Sounds Foundation, Inc. - Formation of Florida Not for Profit Corporation

Dear Division of Corporations:

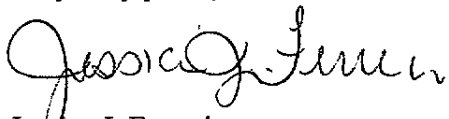
I have enclosed for filing an original and a copy of the Articles of Incorporation for Prima Sounds Foundation, Inc.

Please file the Articles and certify one copy. Our messenger will pick up the certified copy tomorrow afternoon.

I have enclosed a check in the amount of \$78.75 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,



Jessica J. Ferreri  
Assistant to Paul A. Zeigler

Enclosures

APPROVED  
AND  
FILED  
01 AUG - 9 PM 12:39  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG - 9 PM 12:30  
TO AGENCY WILL DO  
SUFFICIENCY OF FILING

08/9

**ARTICLES OF INCORPORATION  
OF  
PRIMA SOUNDS FOUNDATION, INC.**

---

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I.**

**NAME**

The name of the corporation is Prima Sounds Foundation, Inc. (the "Corporation").

**ARTICLE II.**

**CORPORATE OFFICE; MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be located at 1661 Woodland Avenue, Winter Park, FL 32789.

**ARTICLE III.**

**PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational, and other exempt purposes, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned exempt purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §501(c)(3) of the Code; or, (b) the contributions to which are deductible under §170(a)(1) and (c)(2) of the Code.

The specific charitable purpose of the foundation is threefold: (1) to educate and disseminate information to the public concerning PrimaSounds, and the bio-energies upon which PrimaSounds are based; (2) to facilitate scientific, medical, psychological, cultural and religious research and understanding in the broad area of bio-energies, with special emphasis on the PrimaSonic frequencies; and, (3) to facilitate the wise and safe creation, development and use of new technologies which utilize and apply PrimaSonic specific bio-energies, including, without limitation, the invention, design, engineering, crafting and construction of new or enhanced devices, machinery, equipment, tools or instruments, including musical instruments, musical compositions, computers and software which in some way utilize these energies.

## ARTICLE IV.

### POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated exempt purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; *provided, however*, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, 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 §501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private shareholder or private individual within the meaning of §501(c)(3) of the Code.

During any period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942(a) of the Code.

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

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

(4) The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4944(a) of the Code.

(5) The Corporation shall not make "taxable expenditures," as defined in §4945(d) of the Code, which would give rise to any liability for the tax imposed by §4945(a) of the Code.

## ARTICLE V.

### MEMBERS

The Corporation shall initially have two (2) members, each of which shall be a voting member. The initial members of the Corporation shall be Ralph C. Losey and Molly F. Losey.

Additional voting or non-voting members of the Corporation may be appointed only by a majority vote of the then voting members of the Corporation.

## **ARTICLE VI.**

### **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; *provided, however*, that the Corporation shall, at all times, have the minimum number of directors required by applicable law.

## **ARTICLE VII.**

### **DISSOLUTION AND LIQUIDATION**

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or 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; and,
- (2) all remaining assets of the Corporation shall be distributed to one or more organizations described in §501(c)(3) of the Code, as determined by the Board of Directors of the Corporation.

## **ARTICLE VIII.**

### **BYLAWS**

The Board of Directors or the voting members of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purpose as the Board of Directors or such voting members shall deem necessary; *provided, however*, that no Bylaw adopted by the Board of Directors or such voting members shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent the prior affirmative vote or written consent of a majority of the then voting members of the Corporation.

## **ARTICLE IX.**

### **REGISTERED OFFICE AND AGENT**

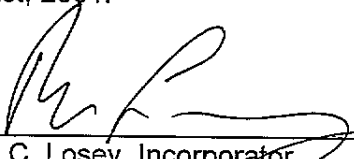
The street address of the Corporation's initial registered office shall be 111 North Orange Avenue, Suite 900, Orlando, FL 32801. The name of the initial registered agent of the Corporation at such office shall be Ralph C. Losey.

**ARTICLE X.**

**AMENDMENTS**

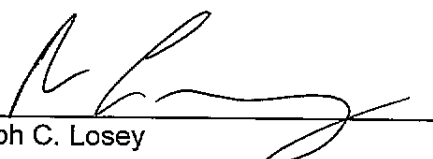
These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the then voting members of the Corporation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation at Orlando, Florida, this 8<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
Ralph C. Losey, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Ralph C. Losey, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that she will comply with any other provisions of law made applicable to her as Registered Agent of the Corporation.

  
\_\_\_\_\_  
Ralph C. Losey

01 AUG -9 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED