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F. LEON JACOBS, JR.
(Requestor's Name)

P.O. Box 1101
(Address)

TALL FL 32302
(Address)

FLORIDA MUSIC NETWORK, INC
(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION
OF
Florida Music Network, Inc.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION

The name of the corporation is Florida Music Network, Inc.

PRINCIPAL OFFICE

The principal office of the corporation is located at: 511 Fremont Avenue – Daytona Beach, Florida 32114.

MAILING ADDRESS

The mailing address of the corporation is 511 Fremont Avenue – Daytona Beach, Florida 32114.

REGISTERED AGENT

The name of the registered agent of the corporation is E. Leon Jacobs, Jr.. The office address of this registered agent is ~~P.O. Box 1101, Tallahassee, Florida 32302.~~

2901 FAUING WATERS WAY, TALL. FL. 32309

DURATION/MEMBERSHIP

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS

The name and address of the incorporator is:

<u>Last Name</u>	<u>First Name</u>	<u>Address</u>	<u>City/State</u>	<u>Zip Code</u>
Jacobs, Jr.	Ennis Leon	P.O. Box 1101	Tallahassee, FL	32302

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and philanthropic and consist of the following:

1. To promote the Gospel of Jesus Christ through innovative outreach initiatives utilizing music as the medium and conduit to bring hope and healing to US citizens and abroad.

2. To teach and train church bodies and local ministries effective skills in ministry using gospel music, while providing much needed resources to enhance the skill and knowledge of technicians within the ministry, such as sound engineers, musicians, directors and composers.

3. To develop centralized purchasing programs as well as non-conventional distribution outlets to assist in distributing the message of the Gospel as well as music products that may encourage our target audience to express an interest in Gospel Music.

4. To aid, support, and assist by gifts, contributions, or otherwise, other music ministries, community networks, funds and foundations organized and operated exclusively for charitable, educational or outreach purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6..To receive, maintain and accept, as assets of the corporation any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed in accordance with and pursuant to the provisions of the Articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than a "charitable purpose" within the respective meanings of those terms as defined herein, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or substitution thereof.

7. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

7. LIMITATIONS

i. **CORPORATE PURPOSES:** In these Articles of Incorporation and any amendments thereto, the term "charitable purposes" shall mean, and shall be limited to religious, charitable, scientific, literary or educational purposes within the meaning of those words as used in Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or substitution thereof. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ii. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

iii. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

iv. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

v. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

vi. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

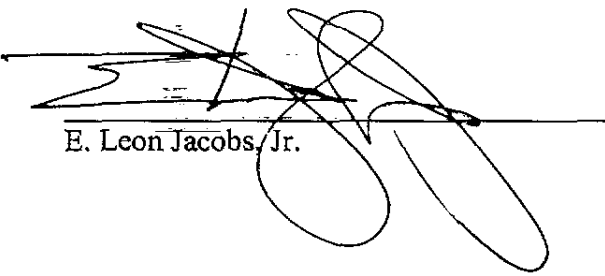
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

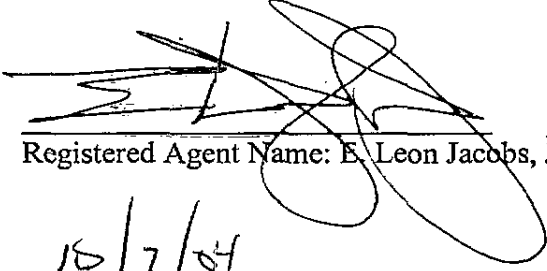
EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 17th day of October, 2004.


E. Leon Jacobs, Jr.

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Florida Music Network, Inc., a Florida not for profit corporation.



Registered Agent Name: E. Leon Jacobs, Jr.

10/7/04
Date

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04 OCT - 7 PM 4:43
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