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CORPORATION SVC CO

No 4000010250

Florida Department of State
Division of Corporations
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RESUBMIT

From:

Account Name : CORPORATION SERVICE COMPANY / *SAC*
Account Number : I20000000195
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FLORIDA NON-PROFIT CORPORATION

KEY WEST INTERNATIONAL JAZZ FOUNDATION, INC.

Certificate of Status	0
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CORPORATION SVC CO

NO. 450 P. 2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 28, 2004

CORPORATION SERVICE COMPANY

RESUBMIT

SUBJECT: KEY WEST INTERNATIONAL JAZZ FOUNDATION, INC.
REF: W04000039692

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

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Letter Number: 804A00062162

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 29 PM 4:00

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

KEY WEST INTERNATIONAL JAZZ FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

444 N. Northwest Highway, Suite 333
Park Ridge, Illinois 60068

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Exclusively for charitable, religious, literary, scientific and educational purposes, including for such purposes, the promotion of the arts. Specifically, the corporation will educate the general public about jazz music, and will provide jazz entertainment to needy adult and children's groups.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, as stated in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Phillip Smith, Director and President 4822 Rodman Street, N.W., Washington, DC 22016
Robin Kaplan, Director and Secretary 2 Hibiscus Lane, Key West, FL 33040
Vince D. Pisani, Director and Treasurer 5309 W. Devon, Chicago, IL 60646

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Robin Kaplan
512B Duval Street
Key West, Florida 33040

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Robin Kaplan
519 Fleming Street
Key West, Florida 33040

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robin Kaplan
Signature/Registered Agent

10/18/04
Date

Robin Kaplan
Signature/Incorporator

10/18/04
Date

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ATTACHMENT TO
ARTICLES OF INCORPORATION
OF

KEY WEST INTERNATIONAL JAZZ FOUNDATION, INC.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation. 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. Notwithstanding any other provision of these Articles of Incorporation, 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court or the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986 (or the

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corresponding provision of any future United States Internal Revenue Law), nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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