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Helen M. Morrison 3613 Lindell Ave. Tampa, FL 33610

November 5, 2004

Department of State Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

To Whom It May Concern:

Enclosed please find three (3) copies of Articles of Incorporation and By-Laws for Morrison Music Studio~Genesis, Inc. When the filing is complete, please return two (2) certified copies to me. If you have questions or require additional information, please contact me at (813) 247-2394 or by e-mail at www.htma-lawvERIZON.NET.

Sincerely,

Helen M. Morrison

Helen M. Morrison

Enclosures (2) r

Return envelope Check

TRANSMITTAL LETTER

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

SUBJECT: MORRISON MUSIC STUDIO ~ GENESIS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for:

\$70.00 Filing Fee

\$78.75

Filing Fee & Certificate of

Status

□\$78.75

\$87.50

Filing Fee & Certified Copy Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: HELEN M. MORRISON
Name (Printed or typed)

3613 LINDELL AVENUE

TAMPA FL 33610-7950 City, State & Zip

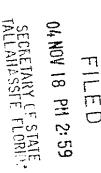
813 - 247 - 2394

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF MORRISON MUSIC STUDIO~GENESIS, INC.

A Not For Profit Corporation



Article I - Name

The name of this corporation shall be: MORRISON MUSIC STUDIO~GENESIS, INC.

Article II -

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

3613 LINDELL AVE TAMPA, FL 33610

Article III- Purpose

The purpose for which this corporation is organized is to perform charitable activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code and Title XXXVI, Chapter 617.0301 of the Florida Statutes. To this end, the corporation is organized to develop and nurture natural and potentially talented children, regardless of race, religion, or national origin, through meaningful, imaginative, creative and stimulating keyboard activities. These activities will consist of a comprehensive program of musicianship, theory, keyboard skills, creativity, technology, and performance skills. Engaging in this program will lead participants to success, a lifetime of musical pleasure, and, perhaps, a viable career. This studio will use hands-on activities and equipment, such as, acoustic and digital keyboard, computer assisted instruction with appropriate levels of software, listening centers, and other technology and written materials to enhance instruction. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article IV – Election or Appointment of Directors

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statue and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors (referred to as "Board of Directors") shall be provided in the bylaws.

Article V - Board of Directors

The corporation's first Board of Directors shall be comprised of the following natural persons:

- Helen M. Morrison 3613 Lindell Ave. Tampa, FL 33610
- Robert B. Morrison, Sr. 3613 Lindell Ave. Tampa, FL 33610
- 3. Teresa M. George 3375 Westpark Dr., #454 Houston, TX 77005
- 4. Jerome A. Morrison 3613 Lindell Ave Tampa, FL 33610

Article VI - Debt Obligations and Personal Liability

No officer of Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of the corporation.

Article VII - Dissolution

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax. code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Article VIII - Membership

The Corporation shall have no members.

Article IX - Registered Agent and Office

The name of the initial registered agent is Helen M. Morrison. The address of the initial registered office is 3613 Lindell Avenue, Tampa, Florida 33610.

Article X - Incorporator

The incorporator of this corporation is

Helen M. Morrison 3613 Lindell Ave. Tampa, FL 33610

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.

Nelen M. Morrison
Signature/Registered Agent

Nelen M. Morrison

 $\frac{1/-12-04}{\text{Date}}$

Signature/Incorporator

Date