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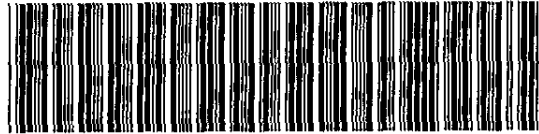
(Business Entity Name)

(Document Number)

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August 17, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Pickin' the Blues Foundation, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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 TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
PICKIN' THE BLUES FOUNDATION, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

We, the undersigned, do hereby associate ourselves in order to form a corporation for the purpose hereinafter stated, do hereby certify as follows:

ARTICLE I.

The name of this Florida not for profit corporation shall be and is hereby declared to be **PICKIN' THE BLUES FOUNDATION, INC.**

ARTICLE II.

The general nature of the business to be transacted by this corporation, together with, in addition to those powers conferred by the Laws of Florida and the principles of common law upon corporations organized under and by virtue of the Laws of Florida, is the following:

All lawful business and to assist with the support, maintenance and welfare of Robert Allen Lombar a/k/a "Dru Lombar," and to assist with the payment of his medical bills, prescription drugs, and general rehabilitation. The foundation will also provide assistance to all types of career musicians who struggle financially while facing illness, disability, or age-related problems.

In furtherance, and not in limitation, of the general powers conferred by the Laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To take, own, hold, deal in, mortgage or otherwise give liens

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against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the good will, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said good will, rights, property, and assets in cash, the stock of this company, bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the Laws of the State of Florida.

To have one or more offices, conduct its business and promote its

objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this second Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III

The existence of this corporation shall be perpetual and shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

The name of the registered agent and the registered office of this corporation in the State of Florida are respectively:

Walter Ford Condon, 122 6th Street South, Jacksonville Beach, Florida 32250.

ARTICLE V.

The number of directors of this corporation shall be not less than one. The method of election for the Directors is stated in the corporation's Bylaws.

ARTICLE VI.

The names and post office addresses of the Board of Directors and Officers who, subject to the provisions of these Articles of Incorporation and the By-Laws to be adopted shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Walter F. Condon	Director	122 6 th Street South, Jacksonville Beach, FL 32250
Anthony Matinich	Director	122 6 th Street South, Jacksonville Beach, FL 32250
Nancy Crawford	Director	122 6 th Street South, Jacksonville Beach, FL 32250
John Corcoran	Director	122 6 th Street South, Jacksonville Beach, FL 32250

ARTICLE VII.

This is a Florida not for profit corporation.

ARTICLE VIII.

The post office address of the principal office of the corporation in Florida shall be 122 6th Street South, Jacksonville Beach, FL 32250.

The undersigned, being the sole original subscriber of this corporation for the purpose of forming a not for profit corporation, in pursuance of the laws of the State of Florida, do make and

file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set my hand and seal this 16th day of August, 2005.

Liana Rothstein

Liana Rothstein

Subscriber

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Liana Rothstein, to me well known and known to me to be the person described in and who signed and executed the foregoing Articles of Incorporation as her act and deed, and did acknowledge that the facts therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16th day of August, 2005, at Jacksonville, Florida.

Karen M. Messick
NOTARY PUBLIC - STATE OF FLORIDA

KAREN M. MESSICK
Notary Public, State of Florida
My comm. exp. Mar. 6, 2007
Comm. No. DD 188814


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608.415, Florida Statutes, the following is submitted in compliance
with said Act:

That PICKIN' THE BLUES FOUNDATION, INC., desiring to organize under the
laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation
at 122 6th Street South, Jacksonville Beach, Florida, Duval County, has named WALTER F. CONDON whose
address is 122 6th Street South, Jacksonville Beach, FL 32250, as its registered agent
and registered office, respectively.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated
limited liability company at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provision of said Act, relative to keeping said office open.



Registered Agent

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