

Division of Corporations

5/22/2006 2:18 PM FROM: 3054023141 FL Inc Florida Incorporators, Inc. TO: 852050391 PAGE: 001 OF 012

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000140252 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0361

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (813)632-7862
Fax Number : (305)402-3141

FILED
06 MAY 22 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

The ReggaeFusion Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	12
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

MRD5/23

FILED

06 MAY 22 PM 12:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H06000140252

Articles Of Incorporation

Of

The ReggaeFusion Foundation, Inc.

A Florida Corporation Not For Profit

WE, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under the following provisions:

ARTICLE I - THE NAME OF THE CORPORATION

The name of the Corporation shall be The ReggaeFusion Foundation, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the initial principal office and mailing address of the Corporation shall be 2565 NW 207th Street #128, Miami, FL 33056.

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

H06000140252

H06000140252

ARTICLE III - PURPOSES

The purpose and objects for which this Corporation is formed are as follows:

(a) The purpose of the Corporation is to:

- i. Maintain an online museum housing more than 4 decades of archived reggae music history for consultation by persons of all cultures interested in reggae music,
- ii. Provide a resource for academic studies of reggae music,
- iii. Foster sponsorship to provide financial assistance to underprivileged youth with a talent for music, to pursue courses in music training
- iv. Identify and provide information on available courses related to reggae music.

(b) To operate as an exclusively religious, charitable, scientific, literary and educational corporation within the meaning of Section 501(c)(3) of

H06000140252

H06000140252

the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this corporation shall not carry on activities not permitted to be carried on by an organization 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, including but not limited to no substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

(c) To perform any operation and to conduct any affairs authorized by the Florida Corporations Not for Profit Code, and to conduct and perform any and all

H06000140252

H06000140252

activities that may be related, no matter how remotely,
to any of the foregoing purposes.

ARTICLE IV - MEMBERS

Section 1. Members. The corporation shall have one class of members, and the rights, powers and privileges of all members shall be equal.

Section 2. Qualifications. The membership of the corporation shall consist of such person(s) who shall have been elected by a majority of the Board of Directors of the corporation.

Section 3. Termination. The death or resignation of any member or the removal of any member by the Board of Directors, with or without cause, shall automatically terminate the membership of such person in the Corporation.

Section 4. Liabilities of Members. No member of the Corporation now or hereafter elected, shall be personally liable to the creditors of the Corporation for any indebtedness or liability and any and all

H06000140252

H06000140252

creditor shall look only to the assets of the Corporation for payment. No member shall be liable for any dues or assessments.

Section 5. Property Rights. The members of the Corporation shall have no property rights in the assets of the Corporation, upon dissolution or otherwise.

Section 6. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI -INCORPORATOR

The name and address of the incorporator forming this corporation not for profit is as follows:

Mark Hankins
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

ARTICLE VII - DIRECTORS

The government of and the management of the affairs of the Corporation shall be vested in a Board of

H06000140252

H06000140252

Directors composed of members of the Corporation in good standing, which Board of Directors shall be elected by the members of the Corporation at the annual meeting of such members which shall be held in accordance with the Bylaws, but such number shall never be less than three (3). The names and addresses of the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Don Ogilvie Director, President	2565 NW 207th St # 128, Miami, Florida 33056-5226
Sean Ogilvie Director, Vice President	735 SW 148th Avenue # 1705 Davie, Florida 33325
Jennifer Williams Director	119 Woodland Drive P.O. Box 11204 APO Lower Valley, Grand Cayman British West Indies
Fernando Daniel-Fidel Director	4331 Nautilus Drive Miami Beach, Florida 33140
Sandra Lyn Director	64 Briarhall Crescent Markham, Ontario L6C 2C9 Canada

H06000140252

H06000140252

ARTICLE VIII - PROPERTY OF THE CORPORATION

The property of this corporation is irrevocably dedicated to nonprofit purposes and no part of the net income or assets of this corporation shall inure to the benefit of any Director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or literary purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or its successor provisions. Such distribution is hereby further restricted to entities which, at the time of such distribution, pursue similar goals as The ReggaeFusion Foundation, Inc. Provided, however, the foregoing further restriction shall not

H06000140252

H06000140252

apply if, after a diligent search by the Board of Directors, no tax exempt entity can be found which satisfies such further restriction.

ARTICLE IX - AMENDMENTS

The Articles of Incorporation for this Corporation may be amended by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting forth the intention to amend the articles of incorporation at such meeting.

The Bylaws of the Corporation may be adopted, amended or rescinded by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director

H06000140252

setting forth the intention to make, amend or rescind
any of the bylaws at such meeting.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

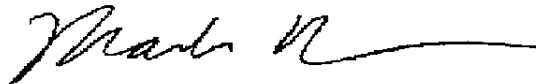
The initial registered office and initial
registered agent of this corporation shall be as
follows:

Florida Incorporators, Inc.
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

H06000140252

H06000140252

IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation this May
22, 2006.

A handwritten signature in black ink, appearing to read "Mark Hankins", with a long horizontal flourish extending to the right.

Mark Hankins
Incorporator

FILED

H06000140252

06 MAY 22 PM 12:50

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

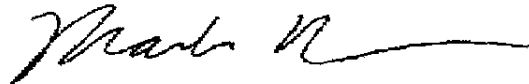
PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is The ReggaeFusion Foundation, Inc.
2. The name and address of the registered agent is:

Florida Incorporators, Inc.
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

FLORIDA INCORPORATORS, INC.



By: _____
MARK HANKINS, President