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2006 AUG -2 AM 8:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201-08905 T Hampton AUG -3 2006

COVER LETTER

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

SUBJECT: Music For Souls Foundation Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Martha Whisby Wells
Name (Printed or typed)

1521 N.W. 44 Street
Address

Miami Fla 33142
City, State & Zip

786-344-0473
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 26, 2006

MARTHA WHISBY-WELLS
1521 NW 77 ST
MIAMI, FL 33142

SUBJECT: MUSIC FOR SOULS FOUNDATION
Ref. Number: W06000028905

We have received your document for MUSIC FOR SOULS FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 006A00042271



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
06 AUG -2 AM 7:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 19, 2006

MARTHA WHISBY-WELLS
1521 NW 44 ST
MIAMI, FL 33142

SUBJECT: MUSIC FOR SOULS FOUNDATION
Ref. Number: W06000028905

We have received your document for MUSIC FOR SOULS FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 006A00042271

**ARTICLES OF INCORPORATION
OF
MUSIC FOR SOULS FOUNDTION *Inc.*
A FLORIDA "NOT FOR PORFIT" CORPARTION**

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER
THE FLORIDA STATUTES, ADOPTS THE FOLLOWING ARTICES OF
INCORPORATION:

ARTICLE 1

THE NAME OF THE CORPORATION IS MUSIC FOR SOULS FOUNDTION^{*Inc.*} THE
PRINCIPLE OFFICE OF THE CORPORATION IS LOCATED AT 1521 NW 44
STREET MIAMI, FLORIDA. THE MAILING ADDRESS OF THE CORPORATION IS
1521 NW 44 STREET MIAMI, FLORIDA 33142.

ARTICLE 11

THE PERIOD OF DURATION IS PERPETUL. THE CORPORATION IS
ORGANIZED PURSUANT TO THE NOT FOR PROFIT CORPORATION LAWS OF
THE STATE OF FLORIDA. THE QUALIFICATIONS FOR MEMBERS, IF ANY,
AND THE MANNER OF THEIR ADMISSSION SHALL BE REGULAETED BY THE
BY LAWS.

ARTICLE 111

THE PURPOSE FOR WHICH THIS CORPORATION IS FORMED ARE

*EXCLUSIVELY CHARITABLE, EDUCATIONAL AND SCIENTIFIC AND MUSIC TO
ENPOWER AND UNITE THE PEOPLE CONSIST OF THE FOLLOWING*

We have developed mentoring programs to help at risk youth, The programs are also designed to enhance the overall performance of youth who are developing just fine We currently have professional local Artist and Musicians that work with the youth, thy are able to learn different forms of expression which do not lend themselves to violence. This is the therapeutic benefit of music for the youth who are predominantly from disadvantage backgrounds and suffer some sort of trauma. We also help **woman in distress, displaced homemakers and homeless people**. The fund will provide scholarships and financial aide to students with speech impediments such as stuttering AND who plan to study **Music education, Science, Business in Music**. Music has the power to inspire us. It has the power to communicate to the soul in ways that words cannot." I believe. Also an assistant clinical professor of medicine at Case Western Reserve University School of Medicine", lane says that music especially helps those with speech impediments such as stuttering.

2006 AUG -2 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. TO RAISE THE ECONOMIC, EDUCATIONL AND SOCIAL LEVELS OF THE RESIDENTS OF MIAMI-DADE COUNTY FLOIRIDA, INCLUDING MEMBERS OF THE MINORITY COMMUNITY, WHO ARE SUSTANTANTIALLY UNEMPLOYED, UNDEREMPLOYED, OR WHOSE INCOME IS BELOW FEDERAL POVERTY GUIDELINES, TO FOSTER AND PROMOTE COMMUNITY WIDE INTRREST AND CONCERN FOR THE PROBLEMS OF THE SAID RESIDENTS TO THE EN THAT (A) EDUCATIONAL AND ECONOMIC OPPORTUNITIES MAY BE EXPANDED: (B) SICKNESS, POVERTY, CRIM, AND ENVIRONMENTAL DEGRADATION MAY BE LESSENER: AND(C) RACIAL TENSIONS,PREJUDICE,AND DISCRIMINATION,ECONOMIC,AND OTHERWISE,MAY BE ELIMINATED.
2. TO EXPAND THE OPPORTUNITIES AVAILABLE TO SAID RESIDENTS AND GROUPS TO OWN, MANAGE, AND OPERATE BUSINESS ENTERPRISES IN ECONOMICALLY DEPRESSED AREAS: TO ASSIST SAID RESIDENTS AND GROUPS IN DEVELOPING ENTREPRENEURIAL AND MANAGEMENT SKILLS NECESSARY FOR THE SUCESSFUL OPERATION OF BUSINESS ENTERPRISES: AND TO ASSIST SAID RESIDENTS AND GROUPS IN OBTAINING FINANCIAL SUPPORT FROM OTHER SOURCES;
3. TO AID, SUPPORT, ASIST BY GIFTS, CONTRIBUTIONS, OR OTHERWISE, OTHER CORPORATIONS, COMMUNITY, CHESTS, FUNDS AND FOUNDATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR THE CHARITANLE, EDUCATIOAL OR SCIENTIFIC PURPOSE, 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 ONPROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION.
4. TO ENPOWER THE PEOPLE AND REBUILD THE COMMUINTY.MORE THAN JUST ANOTHER EVENT MUSIC FOR SOULS IS A MOVEMENT- ONE THAT COMBINES THE POWER OF MUSIC WITH THE TOOLS OF DEVELOPMENT IN THE AREAS OF EDUCATION, HEALTH, ENVIRONMENT AND HUMANITARIAN ASSITANCE AND SEEKS TO CHART ANEW COURSE FOR YOUNG PEOPLE IN THE COMMUINTY.

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 PURPOSE, 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, ASSOCIATIONS, TRUSTS, INSTITUTIONS, FOUNDATIONS, OR GOVERNMENTAL BUREAUS, DEPARTMENTS OF AGENCIES.

5. ALL OF THE FOREGOING PURPOSE SHALL BE EXERCISED EXCLUSIVELY CHARITABLE AND EDUCATIONAL PURPOSE 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.

ARTICLE IV

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.

ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1521 NW 44 STREET MIAMI, FLORIDA 33142. THE REGISTERED AGENT AT THIS ADDRESS IS MARTHA WHISBY-WELLS

ARTICLE VI

1. THERE SHALL BE ~~3~~ DIRECTORS ON THE INITIAL BOARD OF DIRECTORS.
2. THE METHOD OF ELECTION OF THE BOARD OF DIRECTORS SHALL BE STATED IN THE BY LAWS.

ARTICLE VI CONTINUED ON NEXT PAGE

ARTICLE XI

ANY PERSON (AND THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH PERSON) MADE OR THREERE TO BE MADE PARTY TO ANY ACTION, SUIT OR PROCEEDING BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR OR OFFICE 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 HIS/HER (OR BY HIS/HEIRS, EXECUTORS OR ADMINISTRATORS) IN CONNECTION WITH THE DEFENSE OR SETTLEMENT OF SUCH ACTION, SUIT OR PROCEEDING, OR IN CONNECTION WITH 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 OFFICE (OR SUCH HEIRS, EXECUTORS OF ADMINISTRATORS) MAY BE ENTITLED APART FROM THIS ARTICLE.

ARTICLE XII

THE NAME AND ADDRESS OF THE INCORPORATOR IS: MARTHA WISBY-WELLS. 1521 NW 44 STREET, MIAMI, FLORIDA 33142.

THE INCORPORATOR HEREBY EXECUTES THESE ARTICLES OF INCORPORATION ON THIS 8TH DAY OF MAY 2006.

ARTICLE VI BOARD OF Directors

1. Mrs. Martha Whisby-Wells - Chair person
1521 N.W. 44 Street
Miami Fla 33142
2. Mr. Willie Wells Jr. - Director
1521 N.W. 44 Street
Miami Fla 33142.
3. Ms. Ethel Allen - Treasurer
1545 N.W. 43 Street
Miami Fla 33142

Martha Whisby Wells
MARTHA WHISBY WELLS

STATE OF FLORIDA

SS

COUNTY OF MIAMI DADE

Print type or stamp name of Notary Public
Personally known ☐ OR Produced I.D. ☒
Type and number of I.D. produced:
U.S. PASSPORT
☒ DID take an oath, or
☐ DID NOT take an oath.

TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE
FOREGOING INSTRUMENTY AS INCORPORATOR AND
ACKNOWLEDGED BEFORE ME THAT HE OR SHE
EXECUTED THE SAME.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND
STATE LAST AFORESAID THIS 23 DAY OF
July, 2006.

Carolyn D Knowles

NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:



Carolyn D. Knowles
My Commission DD204427
Expires April 20, 2007

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:

MUSIC For Souls Foundation Inc.

2. The name and address of the registered agent and office is:

Martha Whisby - Wells
(Name)

1521 N.W. 44 Street
(P.O. Box NOT acceptable)

Miami Fla 33142
(City/State/Zip)

2006 AUG -2 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

Martha Whisby Wells
Signature

July 27, 2006
Date