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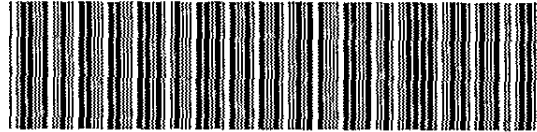
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# DAVID LANIGAN, P.A.

Attorney & Counselor at Law

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Tampa, Florida 33617

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Website: <http://www.LaniganLaw.com>

David C. Lanigan, J.D., LL.M.

October 11, 2006

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

Re: ARTICLES OF INCORPORATION OF  
AMELIA EARTHEART PRODUCTIONS, INC.

Dear Sirs:

Enclosed are:

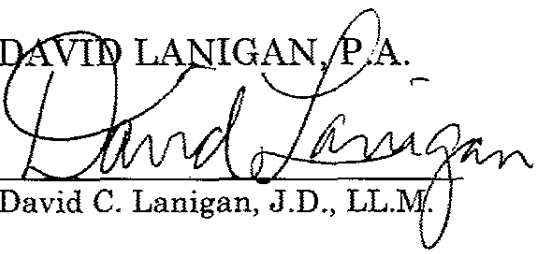
1. the Articles of Incorporation of Amelia Earheart Productions, Inc., (the "Articles");
2. a duplicate original of the Articles; and
3. Sandra Davis' check number 2039, made payable to the Florida Department of State, in the amount of \$70.00, which covers the filing fee for the Articles and the Acceptance by Registered Agent.

Please (1) file the Articles and (2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,

DAVID LANIGAN, P.A.



David C. Lanigan, J.D., LL.M.

Enclosures

# **ARTICLES OF INCORPORATION OF AMELIA EARTHEART PRODUCTIONS, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

## **ARTICLE I: NAME**

The name of this corporation is **"Amelia Eartheart Productions, Inc."**.

## **ARTICLE II: PRINCIPAL OFFICE ♦ MAILING ADDRESS**

The address of the principal office of the corporation is **234 22<sup>nd</sup> Avenue N.E., St. Petersburg, FL 33704**. The mailing address of the corporation is: **P O Box 76237, St. Petersburg, FL 33704**.

## **ARTICLE II: DURATION**

This corporation shall have perpetual duration.

## **ARTICLE III: PURPOSES**

The purposes of this corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, specifically to:

- A. Develop high quality musical venues to enrich children and community;
- B. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the

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organization 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 the purpose clause hereof. 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE IV: POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

#### **ARTICLE V: MEMBERS**

This corporation is organized upon a non-stock basis. The qualification for members, if any, and the manner of their admission shall be as regulated by the bylaws.

The members of this corporation, if any, shall be provided for in the bylaws, shall have: 1) no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation; 2) whatever voting and other rights are provided in the bylaws. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation but may become liable to the corporation for dues, assessments, or fees as provided by law and by the bylaws.

Membership in the Corporation may be terminated in the manner provided by law or by the bylaws. The corporation shall keep a membership book as provided by law.

#### **ARTICLE VI: REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation is **234 22<sup>nd</sup> Avenue N.E., St. Petersburg, FL 33704**. The name of its initial Registered Agent at such address is **Sandra Davis Camp**.

## **ARTICLE VII: DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be four (4), but such number may be changed as provided by the Bylaws. The directors shall be elected or appointed as provided in the bylaws.

The names and residence addresses of the persons who are to serve as the initial Directors are:

<u><b>Name</b></u>	<u><b>Address</b></u>
Renee Calandro	2400 Feather Sound Dr. Unit 126 Clearwater, FL 33762
Jane Duval	1544 San Mateo Drive Dunedin, FL 34698
Sandra Davis Camp	234 22 <sup>nd</sup> Ave. N.E., St. Petersburg, FL 33704
Catherine Spiegel	3150 Tern Way Clearwater, FL 33762

## **ARTICLE VIII: TERM OF EXISTENCE**

The corporate existence of the Corporation shall commence on the date filed as provided by Section 617.0123, Florida Statutes, and the Corporation shall have perpetual existence thereafter.

## **ARTICLE IX: INCORPORATORS**

The name of the incorporator is **David C. Lanigan, J.D., LL.M.** The address of the incorporator is **10927 North 56th Street, Tampa, Florida 33617-3000.**

## **ARTICLE X: DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed generally in accordance with the requirements of Section 617.1406 (3), Florida Statutes:

(A) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, must be returned, transferred, or conveyed in accordance with such requirements;

(B) Assets held by the corporation subject to limitations permitting their use only for charitable purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, but not held upon condition requiring return, transfer, or conveyance by reason of dissolution of the corporation, must be transferred or conveyed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent analogous federal tax laws, and which is engaged in activities substantially similar to those of this corporation.

#### **ARTICLE XI: AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the directors.

#### **ARTICLE XII: PRIVATE FOUNDATION RULES**

The corporation, during the period it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, Title 26 of the U.S. Code, may not: (a) engage in any act of "self-dealing", as defined in Section 4941(d), which would give rise to any liability for the tax imposed by Section 4941(a); (b) retain any "excess business holdings" as defined in Section 4943(c), which would give rise to any liability for the tax imposed by Section 4943(a); (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (d) make any "taxable expenditures" as defined in Section 4945(d), which would give rise to any liability for the tax imposed by Section 4945(a).

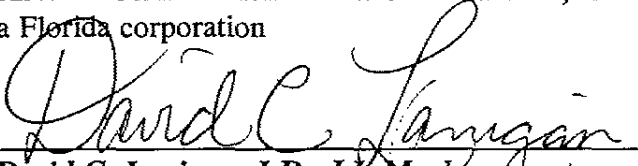
During the period the corporation is a "private foundation" as defined in Section 509 of the Code, it shall distribute for the purposes defined in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).

#### **ARTICLE XIII: DIVIDENDS PROHIBITED**

This corporation may not pay dividends to its members, directors or officers, although this corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity of its purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this October 11, 2006.

**AMELIA EARTHEART PRODUCTIONS, INC.**  
a Florida corporation

  
\_\_\_\_\_  
David C. Lanigan, J.D., LL.M., Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

1. The name of the corporation is **AMELIA EARTHEART PRODUCTIONS, INC.**
2. The name and address of the registered agent and registered office are **Sandra Davis Camp, 234 22<sup>nd</sup> Avenue N.E. St. Petersburg, FL 33704.**

Having been named Registered Agent and designated to accept service of process for the above Corporation, I hereby 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.

Dated: Oct 4, 2006

  
SANDRA DAVIS CAMP

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