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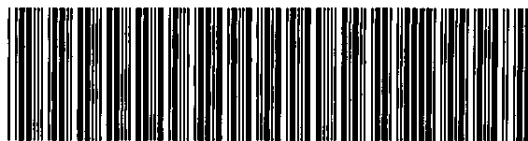
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TALLAHASSEE, FLORIDA

4/24/07

**CLYDE W. DAVIS, P.A.**

Attorneys at Law  
20 South Fifth Street  
Fernandina Beach, Florida 32034

Clyde W. Davis

Tel (904) 261-2848  
Fax (904) 261-4476  
e-mail: [cwdavispa@BellSouth.net](mailto:cwdavispa@BellSouth.net)

April 20, 2007

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

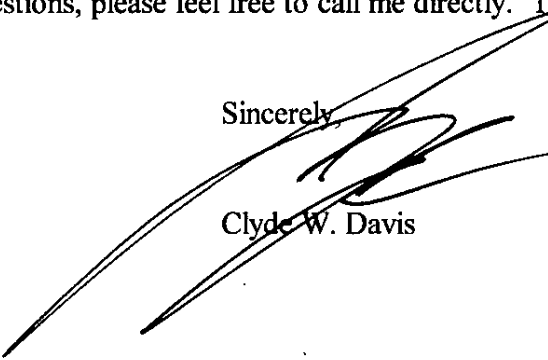
Re: LES DEMERLE AMELIA ISLAND JAZZ FESTIVAL, INC.

Ladies/Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above entity, duly executed and notarized, together with a check in the amount of \$78.75 for your filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,

  
Clyde W. Davis

CWD/dlr  
Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**LES DEMERLE AMELIA ISLAND JAZZ FESTIVAL, INC.**

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Notice is hereby given that the undersigned incorporators, being of full age, having associated together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: **LES DEMERLE AMELIA ISLAND JAZZ FESTIVAL, INC.** and shall be located in the City of Fernandina Beach, Nassau County, Florida.

**ARTICLE II - CORPORATE PURPOSE**

The goal and purpose of the Corporation shall be to promote arts, education, and culture in the City of Fernandina Beach and surrounding areas.

**ARTICLE III - MEMBERSHIP**

**Section 1: Eligibility.** Any individual sincerely interested in active participation to effect the objectives of this organization shall be eligible for membership. The Membership in this corporation shall be limited to 50 Members over the age of eighteen (18) years who shall reside in the City of Fernandina Beach or reside in its surrounding vicinity. Membership may not be denied on the basis of race, color, religious preference, disability, or national origin.

**Section 2: Application for Membership.** Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied

by the Corporation and accompanied by such membership fees and dues as the Directors may from time to time determine. No person may be denied membership on the basis of race, color, age, or religious preference.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by death, incapacity or written resignation with thirty (30) days prior written notice to the Directors. Expulsion for just cause shall be according to the procedures found in the by-laws of the organization, as the same may be adopted from time to time.

#### ARTICLE IV - EXISTENCE AND DURATION

Existence of the Association commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association existence shall be perpetual.

#### ARTICLE V - MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, elected as provided in the by-laws.

#### ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and residence address of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

| NAME:                        | MAILING ADDRESS:                                             | STREET ADDRESS: |
|------------------------------|--------------------------------------------------------------|-----------------|
| <b>Les DeMerle</b>           | 2139 Natures Gate Court, South<br>Fernandina Beach, FL 32034 | Same            |
| <b>Bonnie Eisele-DeMerle</b> | 2139 Natures Gate Court, South<br>Fernandina Beach, FL 32034 | Same            |

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**ARTICLE VII - BYLAWS AND AMENDMENTS**  
**TO THE ARTICLES OF INCORPORATION**

The bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional; provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

**ARTICLE VIII - GENERAL**

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes as directed by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

#### ARTICLE IX - SUBSCRIBERS

The names and residence address of the subscribers to this Corporation are as follows:

Les DeMerle, 2139 Natures Gate Court, South, Fernandina Beach, FL 32034

#### ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporator, desiring to organize this Corporation under the laws of the State of Florida, hereby designates the Corporation's Principal/Registered office to be located at 20 South 5<sup>th</sup> Street, Fernandina Beach, Florida , 32034, Nassau County, and hereby designates and appoints **Clyde W. Davis** as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successors are selected and duly designated.

#### ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify an officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

#### ARTICLE XIII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now

exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

#### ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this 21 day of April, 2007.



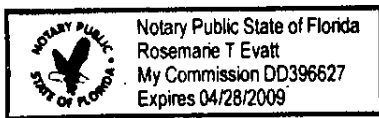
**Incorporator - LES DEMERLE**

Address: 2139 Natures Gate Court, South  
Fernandina Beach, FL 32034

STATE OF FLORIDA)

COUNTY OF NASSAU)

Before me, the undersigned authority, personally appeared: **LES DEMERLE** to me well known to me to be the persons described in or who produced as identification: DRIVERS License who did not take an oath, and who subscribed their name to the foregoing Articles of Incorporation, and whose acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.



Rosemarie T. Evatt  
NOTARY PUBLIC  
My Commission expires: 04-28-09

**ACCEPTANCE OF REGISTERED AGENT**

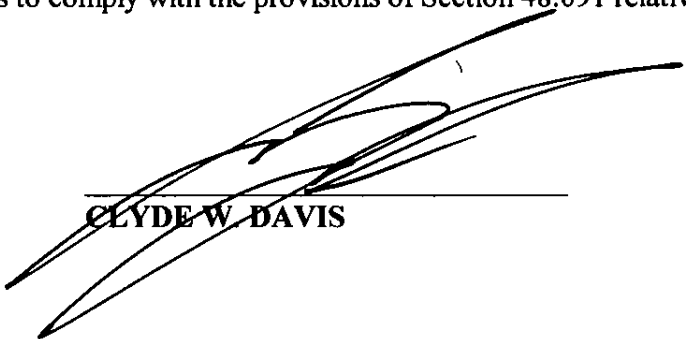
Having been named to accept service of process for **LES DEMERLE AMELIA ISLAND JAZZ FESTIVAL, INC.**, at the place designated in the ARTICLES OF INCORPORATION or a corporate resolution of said corporation:

**REGISTERED AGENT:**  
**REGISTERED ADDRESS:**

**CLYDE W. DAVIS**  
20 South 5<sup>th</sup> Street  
Fernandina Beach, FL 32034

agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

**DATE:** April 20, 2007

  
**CLYDE W. DAVIS**

Inc\DEMERLE.Art.Inc.(NP)

**FILED**  
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**TALLAHASSEE, FLORIDA**