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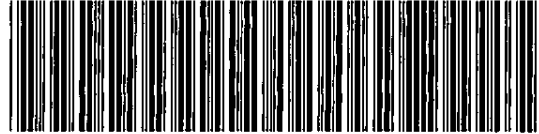
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EP 1/23/08

COVER LETTER

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

SUBJECT: YOUNG COMPOSERS CHALLENGE, 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: MATEER & HARBERT, P.A. c/o James B. Bogner

Name (Printed or typed)

225 E. ROBINSON STREET, STE. 600

Address

ORLANDO, FL 32801

City, State & Zip

(407) 425-9044

Daytime Telephone number

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

ARTICLES OF INCORPORATION OF YOUNG COMPOSERS CHALLENGE, INC.

The undersigned incorporator, intending to organize a not-for-profit corporation under Florida Statutes Chapter 617, has executed these Articles of Incorporation.

ARTICLE I NAME, TERM OF EXISTENCE AND LOCATION

The name of the Corporation shall be Young Composers Challenge, Inc., hereinafter referred to as "the Corporation."

The term of existence of the Corporation shall be perpetual.

Its principal office shall be located at Orlando, Orange County, Florida, or at such other locations within and without the State of Florida as may be hereafter established by the Board of Directors.

The street address of the initial principal office and registered office of the Corporation and the address of the registered agent shall be 225 E. Robinson Street, Suite 600, Orlando, Florida 32801 and its registered agent shall be Lawrence J. Phalin.

ARTICLE II MEMBERS OF THE CORPORATION

The Corporation shall have no Members.

ARTICLE III MISSION AND PURPOSE

The Corporation shall be organized and operated exclusively to provide charitable and educational services as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code").

ARTICLE IV POWERS AND AUTHORITY

The powers and authority of the Corporation shall include, but are not limited to, the following:

(a) To undertake and enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the mission and purpose of the Corporation.

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(b) To receive gifts, devises and bequests of money or of real or personal property.

(c) To donate funds, real estate, personal property or services to other not-for-profit corporations.

(d) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

(e) To construct, operate, maintain and improve, and to buy, hold, own develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property solely for the achievement of the mission and purpose of the Corporation.

The Corporation is organized and operated exclusively for not-for-profit charitable and educational purposes, and, except as permitted by the laws of the State of Florida and the Internal Revenue Code, no part of the income or assets of the Corporation shall be distributed to, nor inure to, the benefit of any director, officer or employee of the Corporation, contributor, or private individual. No profits or dividends shall ever come to the members of the Board of Directors or their associates or successors and the Corporation shall have no capital stock. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission and purpose.

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Tax Code or (b) a Corporation, contributions to which are deductible under Section 170(b)(2) of the Tax Code.

This Corporation shall make distributions at such times and in such manner as not to subject the Corporation to tax under Section 4942 of the Tax Code. This Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941 of the Tax Code), from retaining any excess business holdings (as defined in Section 4943 of the Tax Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Tax Code, and from making any taxable expenditures (as defined in Section 4945 of the Tax Code).

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Board of Directors, but there shall not be fewer than three directors. The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws.

The initial Board of Directors shall be:

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Stephen H. Goldman
Anna Goldsmith
Stella Sung

2009 Venetian Way, Winter Park, Florida 32789
959 Bucksaw Place, Longwood, Florida 32750
4250 Alafaya Trail, Suite 212-347, Oviedo, FL 32765

ARTICLE VI **OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. The officers of the Corporation may, but need not be, members of the Board of Directors.

ARTICLE VII **BYLAWS**

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board of Directors, or at a special meeting called for such purpose, and shall not conflict with the provisions of these Articles of Incorporation.

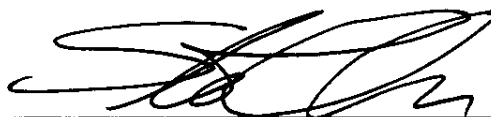
ARTICLE VIII **DISSOLUTION**

In the event of dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the Board shall distribute the residual assets of the Corporation to one or more corporations determined to be exempt from income tax under Section 501(c)(3) of the Tax Code. No part of such assets will inure to the benefit of any director, officer or employee of this Corporation, contributor or private individual.

ARTICLE IX **AMENDMENTS**

The Articles of Incorporation may be amended or restated by a vote of the majority of the Board of Directors, a quorum being present at any regular or special meeting of the Board of Directors, provided notice of the proposed change or changes is given fifteen (15) days in advance of such meeting, or notice thereof shall be waived in writing by all of the Directors.

Dated: January 18, 2008.



STEPHEN H. GOLDMAN, Incorporator
2009 Venetian Way, Winter Park, Florida 32789


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **YOUNG COMPOSERS CHALLENGE, INC.** desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, Orange County, State of Florida, has named **Lawrence J. Phalin** as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Lawrence J. Phalin
(Registered Agent)

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