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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 25 2008

W08-2100



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Also Licensed in LA

ALLISON SEBASTIAN
LESLIE D. SHEEKLEY

Of Counsel

JEROME A. ZIVAN
Also licensed in GA

January 10, 2008

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

Re: Lonely Instruments for Needy Kids of Northwest Florida, Inc.

Dear Sir/Madam:

Enclosed you will find the original Articles of Incorporation for Lonely Instruments for Needy Kids of Northwest Florida, Inc. to be filed with your office along with a check in the amount of \$78.75 for the Filing Fee, Designation of Registered Agent and for a Certified Copy.

Once filed, please return the Certified Copy to my attention at the address above. I have enclosed a self addressed stamped envelope for your convenience.

Should there be any questions, please feel free to contact me directly. Thank you.

Sincerely,

Tammy DeShay, Legal Assistant to
Mike Chesser, Esq.

Enclosures.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 14, 2008

TAMMY DESHAY
1201 EGLIN PARKWAY
SHALIMAR, FL 32579

SUBJECT: LONELY INSTRUMENTS FOR NEEDY KIDS OF NORTHWEST
FLORIDA, INC.
Ref. Number: W08000002100

We have received your document for LONELY INSTRUMENTS FOR NEEDY
KIDS OF NORTHWEST FLORIDA, INC. and your check(s) totaling \$78.75.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

The registered agent and street address must be consistent wherever it appears
in your document.

Please return the corrected 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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 308A00002812

**ARTICLES OF INCORPORATION OF
LONELY INSTRUMENTS FOR NEEDY KIDS
OF NORTHWEST FLORIDA, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

APPROVED
AND
FILED
08 JAN 25 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the corporation:

ARTICLE I: NAME AND ADDRESS

The name of the corporation is Lonely Instruments for Needy Kids of Northwest Florida, Inc. For convenience, the corporation shall be referred to in this instrument as "LINKS" or the "Corporation" and these articles of incorporation as the "Articles."

The address of the initial principal office of the Corporation shall be c/o Playground Music Center, Inc., and the mailing address of the Corporation is 99 Eglin Parkway, Fort Walton Beach, Florida 32548.

ARTICLE II: TERM OF EXISTENCE

The Corporation shall be effective upon filing and shall have perpetual duration.

ARTICLE III: PURPOSES

The purposes for which the Corporation is organized are as follows:

(A) The specific and primary purposes for which the Corporation is formed are to operate for the advancement of music by providing recycled, refurbished musical instruments and for other charitable purposes, by the distribution of its funds for those purposes, and particularly to promote the distribution of such instruments to those who would otherwise be unable to afford them.

(B) The general purposes for which the Corporation is formed are to operate exclusively for lower income access to musical instruments, charitable and educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(C) The Corporation shall not, as a substantial part of its activities, attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements, or any other method of participation in any political campaign on behalf of any candidate for public office.

ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation is c/o Playground Music Center, Inc., 99 Eglin Parkway, N.E., Suite 1-B, Fort Walton Beach, Florida 32548. The name of its initial registered agent at that address is Anthony Leonard.

ARTICLE V: BOARD OF DIRECTORS

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held. Election shall be by a majority of the members present at the meeting. Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year, until the annual meeting of members following the election of directors and until the qualification of the successors in office.

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall be not less than three (3).

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the first Monday of each November of each year at the principal office of the Corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

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

Jim Dodd
c/o Playground Music Center, Inc.
99 Eglin Parkway, N.E., Suite 1-B
Fort Walton Beach, Florida 32548

Anthony D. Leonard
c/o Playground Music Center, Inc.
99 Eglin Parkway, N.E., Suite 1-B
Fort Walton Beach, Florida 32548

Mark Carter
c/o Playground Music Center, Inc.
99 Eglin Parkway, N.E., Suite 1-B
Fort Walton Beach, Florida 32548

D. Michael Chesser
c/o Playground Music Center, Inc.
1201 Eglin Parkway
Shalimar, Florida 32579

Bob Rockwell
c/o Playground Music Center, Inc.
99 Eglin Parkway, N.E., Suite 1-B
Fort Walton Beach, Florida 32548

James. H. Leonard
c/o Playground Music Center, Inc.
99 Eglin Parkway, N.E., Suite 1-B
Fort Walton Beach, Florida 32548

Ruth Ann Stevens
c/o Playground Music Center, Inc.
99 Eglin Parkway, N.E., Suite 1-B
Fort Walton Beach, Florida 32548

ARTICLE VI: INCORPORATOR

The name and address of the incorporator is:

D. Michael Chesser, Esq.
Chesser & Barr, P.A.
1201 Eglin Parkway
Shalimar, Florida 32579

ARTICLE VII: GENERAL OFFICERS

The general officers of the Corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office, and the duration of each officer's term. The initial officers of the Corporation shall be:

Name:

**Robert Rockwell
Anthony Leonard
Ruth Ann Stevens
Mark Carter**

Office:

**President
Vice-President
Secretary
Treasurer**

The board of directors shall elect any other officers which the bylaws of this Corporation authorize the directors to elect.

ARTICLE VIII: MODIFICATION OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE IX: PROPERTY OF CORPORATION

The property of this Corporation is irrevocably dedicated to the advancement of the corporate purpose and for other charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

On 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 to a not for profit fund, foundation, or corporation which is organized and operated exclusively for its stated corporate purpose or charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI: MEMBERSHIP

The first class of members shall be the Board of Directors of the Corporation. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE XII: PROHIBITED ACTS

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation 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 herein. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions of which are deductible under § 170(c)(2) of the

Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

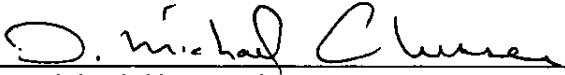
ARTICLE XIII: STOCK

The Corporation shall be a non-stock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE XI: AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained herein by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

We, the undersigned, being the incorporators of this Corporation, for the purpose of forming this not for profit charitable Corporation under the laws of Florida, have executed these articles of incorporation on October 18, 2006.


D. Michael Chesser, Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, Anthony Leonard, hereby accept appointment as Registered Agent for LONELY INSTRUMENTS FOR NEEDY KIDS OF NORTHWEST FLORIDA, INC., and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 23rd day of January, 2008.



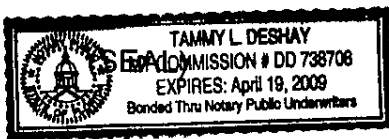
Anthony Leonard,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23rd day of January, 2008, by **Anthony Leonard**, who is personally known to me and who did/did not take an oath.



NOTARY PUBLIC



APPROVED
AND
FILED

08 JAN 25 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA