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08 MAY 13 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: PALM BEACH Music Centre, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

**ADDITIONAL COPY REQUIRED**

FROM: Pauline Cheung c/o Fox Rothschild LLP  
Name (Printed or typed)

222 Lakeview Ave #  
Address

West Palm Beach, FL 33401  
City, State & Zip

561-835-9600  
Daytime Telephone number

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

FILED

**ARTICLES OF INCORPORATION  
OF**

08 MAY 13 PM 3:14

**PALM BEACH MUSIC CENTRE, INC.,  
A FLORIDA NON-PROFIT CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, Phyllis Badesch, who is a citizen of the United States, desiring to form a non-profit corporation under the non-profit corporation laws of Florida, do hereby certify:

EFFECTIVE DATE 5/9/08

**ARTICLE I:  
NAME**

The name of this Florida non-profit corporation shall be Palm Beach Music Centre, Inc.

**ARTICLE II:  
PRINCIPAL PLACE OF BUSINESS**

The street address and mailing address of the Corporation's principal place of business shall be 1214 Lake Avenue, West Palm Beach, Florida 33401.

**ARTICLES III:  
REGISTERED OFFICE AND AGENT**

The Registered Office of this Corporation shall be located at 1214 Lake Avenue, West Palm Beach, Florida 33401, and the name of the Registered Agent of this Corporation at said address shall be Phyllis Badesch.

**ARTICLE IV:  
CORPORATE PURPOSE**

The Corporation is organized and operated exclusively for charitable and educational 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 the corresponding section of any future federal tax code. To this end, the Corporation shall:

- (1) Provide a music facility for the children of Palm Beach County where the children may learn to play musical instruments and to participate in an orchestra.
- (2) Provide at such music facility professional musicians and volunteers who have acquired musical skills to teach the children of Palm Beach County to play musical instruments.
- (3) Provide financial support for the children of Palm Beach County who qualify for financial aid to participate in the music programs offered by Palm Beach Music Centre, Inc.
- (4) Provide basic resources necessary for the children of Palm Beach County who qualify for financial aid to participate in the music programs offered by Palm Beach Music Centre, Inc..

All funds, acquired by the Corporation by gift, contribution, or otherwise, shall be devoted to such purposes.

#### **ARTICLE V: EARNINGS OF THE CORPORATION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 for in Article IV hereof.

#### **ARTICLE VI: LIMITATIONS ON POLITICAL ACTIVITIES**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VII:**  
**THE BOARD OF DIRECTORS**

The names, addresses, and titles of the initial directors of the Corporation's Board of Directors are as follows:

Phyllis U. Badesch  
1214 Lake Ave.  
West Palm Beach, FL 33401

Carol Lewis  
375 Possum Pass  
West Palm Beach, FL 33413

Joan Zeeman  
230 Palmo Way  
Palm Beach, FL 33480

Caroline Goodman  
2417 Chesapeake Circle  
West Palm Beach, FL 33409

Dr. Joanne Pride  
3765 Via Poinciana #802  
Lake Worth, FL 33467

**ARTICLES VIII:**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Board of Directors by a two-third (2/3) majority vote of a quorum at a special meeting. The written notice for the special meeting shall be mailed to each director, by either U.S. mail or electronic mail, at least five (5) days before the date of the meeting. Such written notice for the special meeting shall include the proposed amendments to the Articles of Incorporation of the Corporation.

**ARTICLES IX:**  
**ADOPTION OF BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors by a two-third (2/3) majority vote of a quorum at the first annual Board of Directors meeting. The written notice for the first annual Board of Directors meeting of the Corporation shall be mailed to each director, by either U.S. mail or electronic mail, at least five (5) days before the date of the meeting. The written notice for the first annual Board of Directors meeting shall include the proposed Bylaws of the Corporation.

**ARTICLE VIII:**  
**DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principle place of business of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX:  
INCORPORATOR**

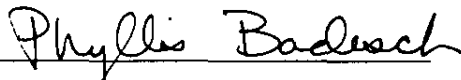
The name and address of the incorporator is:

Phyllis Badesch  
1214 Lake Avenue  
West Palm Beach, FL 33401

**ARTICLE X:  
COMMENCEMENT**

This Corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes Title XXXVI Chapter 607.0203, providing that corporate existence may begin up to five days prior to the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 9 day of May, 2008.

  
\_\_\_\_\_  
Phyllis Badesch, Incorporator

**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes Title VI Chapter 48.091, the following is submitted in compliance with said Act:

Palm Beach Music Centre, Inc., desiring to organize under the laws of Florida, as indicated in the Articles of Incorporation at Article VI, has named Phyllis Badesch, as its Registered Agent to accept service of process within the state of Florida at its Registered Office located at 1214 Lake Avenue, West Palm Beach, FL 33401.

**ACKNOWLEDGEMENT:**

Having been named as a Registered Agent for Palm Beach Music Centre, Inc. to accept service of process at its Registered Office, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties.

Phyllis Badesch  
Phyllis Badesch, Registered Agent

Date: 5/9/08

**FILED**  
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TALLAHASSEE, FLORIDA