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(Business Entity Name)

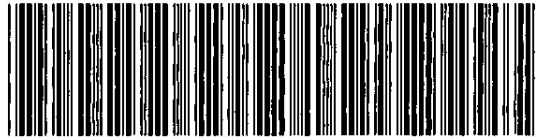
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 11/13/08

COVER LETTER

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

SUBJECT: RUBY HOLLAND FOUNDATION, 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: Elena Crosby
Name (Printed or typed)

14105 Hampshire Bay Circle
Address

Winter Garden, Florida 34787
City, State & Zip

407-654-3068
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
RUBY HOLLAND FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, natural person of the age of eighteen years or older, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of Florida in compliance with Chapter 617, F.S., do hereby set forth:

**ARTICLE I
NAME**

The name of this Corporation shall be Ruby Holland Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be 2053 Palm Vista Drive, Apopka, Florida 32712.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of these Articles of Incorporation with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV
PURPOSES AND GENERAL POWERS**

This Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code") or the corresponding provision of any future United States Internal Revenue Law.

Specifically, to provide students within colleges and universities who need assistance to either continue or begin advanced studies in music.

This Corporation shall have all of the powers enumerated in the Florida Not-for-Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted to be carried on by (1) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and to do all things necessary, proper and consistent with maintaining tax exempt status under Section 501(c)(3).

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V
PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this Corporation shall be limited to reasonable amounts. No substantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this Corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or any Bylaws adopted thereunder, this Corporation shall not take any action not permitted by the laws which then apply to this Corporation.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 2053 Palm Vista Drive, Apopka, Florida 32712, and the initial registered agent of the Corporation at that address shall be Elizabeth Fullington. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The Board of Directors shall be elected or appointed and their number either increased or diminished from time to time in the manner and for the terms provided in the Bylaws, provided that there should not be less than three (3) Board of Directors.

ARTICLE IX
INITIAL OFFICERS

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under authorization of its Bylaws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the Bylaws or determined by the Board of Directors.

ARTICLES X
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Elizabeth Fullington
2053 Palm Vista Drive
Apopka, Florida 32712

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TALLAHASSEE, FLORIDA

ARTICLE XI
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

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TALLAHASSEE, FLORIDA

ARTICLE XII
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XIII
AMENDMENTS

The Board of Directors reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIV
HEADINGS AND CAPTIONS


The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XV
DISSOLUTION ACTIVITIES

The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the Corporation, its assets shall be disposed of exclusively for the purposes of the Corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3) of the Code, then the Corporation shall transfer such assets to such organization or organizations which, at the discretion of the Corporation and consistent with the general intentions and wishes of the donors of such assets, are organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at that time qualify such organization or organizations as being exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so disposed of shall instead be disposed of by the Circuit Court of the county in which the principal office 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 charitable, educational, religious, or scientific purposes, and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 29th day of October, 2008.

RUBY HOLLAND FOUNDATION, INC.

By: 
Elizabeth Fullington Incorporator

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Ruby Holland Foundation, Inc., desiring to organize as a not-for-profit corporation pursuant to the laws of the State of Florida with its registered office at 2053 Palm Vista Drive, Apopka, Florida 32712, has named and designated Elizabeth Fullington, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not-for-profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of October, 2008.



Elizabeth Fullington
Registered Agent

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