

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

THE NAPLES JAZZ ORCHESTRA, INC.

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ARTICLES OF INCORPORATION
OF
THE NAPLES JAZZ ORCHESTRA, INC.
(a corporation not for profit)

THE UNDERSIGNED, acting as sole incorporator of a corporation not for profit to be formed under the Florida Not For Profit Corporation Act, F.S. §617.01011 et seq. (the "Act"), adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

THE NAPLES JAZZ ORCHESTRA, INC.

SECOND: The initial principal office and mailing address of the Corporation is:

120 Burnt Pine Drive
Naples, FL 34119

THIRD: The term for which the Corporation is to exist shall be perpetual or until such time as the Corporation shall have been dissolved in accordance with the laws of the State of Florida.

FOURTH: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the organization 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.

FIFTH: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future federal tax law, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future federal tax law. Specifically, the intended purpose of the organization is to present quality performances of jazz music.

SIXTH: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization

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shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

SEVENTH: The name of the initial registered agent of the Corporation is Robert H. Stone and the street address of the initial registered agent, which shall be the registered office of the Corporation, is 120 Burnt Pine Drive, Naples, FL 34119.

EIGHTH: The manner in which the directors are to be elected or appointed shall be as stated in the bylaws of the Corporation.

NINTH: The name and address of the sole incorporator is:

William R. O'Neill, Esq.
Roetzel & Andress, LPA
850 Park Shore Drive, Third Floor
Naples, FL 34103

IN WITNESS WHEREOF, the undersigned, being the sole incorporator, has executed these Articles of Incorporation on this 19th day of June, 2009.



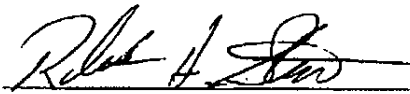
William R. O'Neill
Sole Incorporator

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I, Robert H. Stone, who has been designated to act as registered agent and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, hereby, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

By: 

Robert H. Stone

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