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**ARTICLES OF INCORPORATION**  
**OF**  
**ROCK THE OCEAN FOUNDATION, INC.**  
**A Florida Not-For-Profit Corporation**

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The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

**ARTICLE I - NAME AND PRINCIPAL ADDRESS**

The name of this Corporation is ROCK THE OCEAN FOUNDATION, INC. The street address of the initial principal office of the Corporation is 200 East Broward Boulevard, Suite 200 (SKT), Fort Lauderdale, Florida 33301.

**ARTICLE II - NATURE OF CORPORATION**

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

**ARTICLE III - PURPOSE**

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to (i) support scientific research and education necessary for advancing public awareness about the issues facing the world's oceans, and (ii) to support ocean conservation initiatives through benefit concerts and entertainment industry events and product licensing and co-branding opportunities.

C. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

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**ARTICLE IV - DURATION**

This Corporation is to exist perpetually.

**ARTICLE V - MEMBERSHIP**

This corporation will not have membership.

**ARTICLE VI - NONSTOCK CORPORATION**

This Corporation shall not have or issue shares of stock.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Francis E. Rodriguez, Esq.  
Shutts & Bowen LLP  
1500 Miami Center  
201 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VIII - REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Corporation Company of Miami. The street address of the initial registered office of this Corporation is 201 S. Biscayne Boulevard, Suite 1500 (SKT), Miami, Florida 33131.

**ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS**

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

B. The names and addresses of the initial members of the Board of Directors of this Corporation, who shall be elected, removed and hold office as provided in the Bylaws, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Chris Stacey	54 Music Square East, Suite 350 Nashville, Tennessee 37203
Kris Wiatr	54 Music Square East, Suite 350 Nashville, Tennessee 37203
Rosemary Mann	54 Music Square East, Suite 350 Nashville, Tennessee 37203

C. The number of Directors of this Corporation shall not be less than three (3) nor more than seven (7). Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

D. The Board of Directors shall elect the following Officers: President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

#### **ARTICLE X - DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no Director or Officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XI hereof.

#### **ARTICLE XI - DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

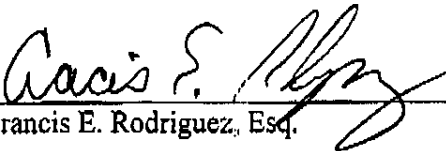
#### **ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Board of Directors in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
this 21<sup>st</sup> day of November, 2012.

INCORPORATOR:

  
Francis E. Rodriguez, Esq.

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Dated this 21<sup>st</sup> day of November, 2012

CORPORATION COMPANY OF MIAMI,  
a Florida corporation

By: 

Cavell J. Anderson, Assistant Secretary

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