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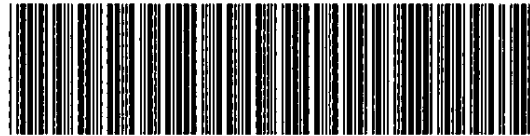
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EFFECTIVE DATE 1-25-13

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DIVISION OF CORPORATIONS
13 JAN 28 PM 12:54

Ps 1/22/13

Daniel D. Peck
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Peter M. Starling
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January 25, 2013

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Featherstone Music Foundation Corp.

Dear Madam:

Enclosed herewith, for filing, is the original and one copy of the Articles of Incorporation for the above named not for profit corporation, together with a check to your order in the sum of \$78.75 representing the filing fee.

Please process the enclosed Articles and return the stamped copy of the Articles, with the Certificate of Incorporation, to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,



Daniel D. Peck

DDP/tlc
Enclosures

cc: Charles Featherstone

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

13 JAN 28 PM 12:54

ARTICLES OF INCORPORATION

OF

FEATHERSTONE MUSIC FOUNDATION CORP.

ARTICLE I

NAME AND ADDRESS

EFFECTIVE DATE 1-25-13

The name of this corporation is FEATHERSTONE MUSIC FOUNDATION CORP., and its principal address is 450 Bayfront Place, #4309, Naples, Florida 34102 and its mailing address is 450 Bayfront Place, #4309, Naples, Florida 34102.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and for such purposes, to give elementary school students free musical instruments, free music lessons, teaching music and music appreciation at no cost, particularly to Manatee Elementary School students in Naples, Florida and also to other elementary school students in Collier County, Florida. 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 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.

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.

The corporation shall require its income for each taxable year to be distributed at such time and such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall not engage in any act of self-dealing, retain any excess business holdings, make any investments in a manner that jeopardizes its charitable purpose or subjects the corporation to excise tax under sections 4941(d), 4942, 4943(c), 4944 and 4945(d) of the Internal Revenue Code and make any taxable expenditures as such acts are defined in sections 4941 through 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 IV

CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5801 Pelican Bay Boulevard, Suite 103, Naples, Florida 34108-2709 and the name of the initial registered agent of this corporation at that address is DANIEL D. PECK.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: CHARLES P. FEATHERSTONE, 450 Bayfront Place, #4309, Naples, Florida 34102.

ARTICLE VII

INCORPORATOR

The names and addresses of the person signing these Articles is: CHARLES P. FEATHERSTONE, 450 Bayfront Place, #4309, Naples, Florida 34102.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the members.

ARTICLE IX

MEMBER QUORUM

Fifty-one percent of the members, represented in person or by proxy, shall constitute a quorum at a meeting of the members.

ARTICLE X

NO REMOVAL OF DIRECTORS

The members of this corporation are not entitled to remove any director from office during his or her term without cause.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any director, or any former director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct. A director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XII

DISSOLUTION


Upon the dissolution of this corporation, assets shall be distributed for one or more tax 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 of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such tax exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such tax exempt purposes.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions (except provisions which are required for non-profit tax exempt status) contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the members.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25 day of January, 2013.



CHARLES P. FEATHERSTONE L.S.
Incorporator


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

13 JAN 28 PM 12:55

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Charles P. Featherstone personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of January, 2013.



Notary Public

My Commission Expires:

I, DANIEL D. PECK, agree to serve as resident agent and accept service for the FEATHERSTONE MUSIC FOUNDATION CORP., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 25 day of January, 2013.


DANIEL D. PECK

NOTARY PUBLIC-STATE OF FLORIDA
 Daniel D. Peck
Commission #DD856650
Expires: MAR. 11, 2013
BONDED THRU ATLANTIC BONDING CO., INC.