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FLORIDA PROFIT/NON PROFIT CORPORATION
American Jazz Pianist Competition Corporation

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
AMERICAN JAZZ PIANIST COMPETITION CORPORATION**

Pursuant to the provisions of Section 617.0202 of the Florida Statutes, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes and acknowledges the Articles of Incorporation set forth below and provides as follows:

ARTICLE I

Name

The name of this corporation shall be American Jazz Pianist Competition Corporation and its principal place of business shall be located at 25 South Wickham Rd, Melbourne, FL 32904 with a mailing address of the same.

ARTICLE II

Term

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized exclusively for charitable, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, to sponsor semi-annual jazz pianist competitions which will be open to US citizens from fifteen to twenty-five years of age and are intended to increase exposure of jazz to a wide range of people and to motivate students to study jazz piano and pursue careers in jazz related entertainment.

ARTICLE IV

Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This corporation is organized upon a non-stock basis and shall not issue shares of stock.

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 25 South Wickham Rd, Melbourne, FL 32904, and the name of the initial registered agent of this corporation at that address is Brian R. Gatchell.

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ARTICLE VI
Initial Board of Directors

The initial Members and Board of Directors of the corporation shall consist of not less than three (3) nor more than ten (10) directors. The manner in which the Directors are to be elected or appointed and the number of directors of the corporation shall be specified, from time to time, by the Bylaws, provided however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this corporation are:

Brian R. Gatchell
25 South Wickham Rd
Melbourne, FL 32904

Jamie A. Younkin
150 W. University Blvd
Melbourne, FL 32901

Joel Greenblatt
15924 Independence Ave.
Melbourne, FL 32940

ARTICLE VII
Incorporator

The name and street address of the Incorporator signing these Articles of Incorporation is Brian R. Gatchell at 25 South Wickham Road, Melbourne, FL 32904.

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

These Articles of Incorporation may be amended only by the members in the manner provided by Florida Statutes and as same may be amended from time to time.

ARTICLE X
Restrictions and Interpretation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 in Article III hereof.

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B. No 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 any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Code as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the corporation.

ARTICLE XI Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation 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 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 one or more of the purposes of the corporation.

ARTICLE XII Acceptance by Registered Agent

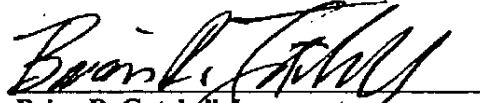
Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Brian R. Gatchell, Registered Agent

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IN WITNESS WHEREOF, the undersigned subscriber has hereto set their hand and seal
this ____ day of November, 2013.


Brian R. Gatchell, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21 day of
November, 2013, by Brian R. Gatchell. He is personally known to me or has produced
FLD G524076452810 as identification.


Notary Public
My Commission Expires: 4/2/2016

