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14 JUL -7 AM 9:21

7/8/14

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

June 30, 2014

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Tallahassee Music Week, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced not-for-profit corporation. Also enclosed is our check in the amount of:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee & Certificate of Status	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status

Please do not hesitate to call me at (850) 425-5457 if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing. We would appreciate your including the following email address in your records for purposes of annual report notification and other notices provided by your office:

Phelps.Kyle@ccbg.com

Thank you in advance for your usual assistance in these matters.

Sincerely,

Donna Marie Walters
Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

n:\clients\business\tallahassee music week\triso\tr 20140630 tmw inc arts.docx
022112.140393

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 JUL - 7 AM 9:21

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2014

AUSLEY & MCMULLEN
123 SOUTH CALHOUN STREET
TALLAHASSEE, FL 32301

SUBJECT: TALLAHASSEE MUSIC WEEK, INC.
Ref. Number: W14000040860

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14 JUL -7 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TALLAHASSEE MUSIC WEEK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Please correct Article 6.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 814A00014290

RECEIVED
14 JUL -7 AM 11:33
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE MUSIC WEEK, INC.**

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14 JUL -7 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are hereby made and acknowledged by the undersigned, who desires to form a not-for-profit corporation under the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.
Name and Principal Office**

The name of this Corporation shall be **Tallahassee Music Week, Inc.** The street and mailing address of the place of business in Florida is:

304 East Tennessee Street
Tallahassee, Florida 32301

**Article 2.
Corporate Purposes**

The Corporation shall be a nonprofit organization formed and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

**Article 3.
Powers**

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 2 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 2 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section

501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

Unless otherwise indicated, as used in this Article 3 and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

**Article 4.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

KYLE PHELPS
304 East Tennessee Street
Tallahassee, Florida 32301

**Article 5.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article 6.
Registered Agent and Registered Office**

The name and Florida street address of the initial registered agent in Florida are:

KYLE PHELPS
304 East Tennessee Street
Tallahassee, Florida 32301

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



KYLE PHELPS, Registered Agent

**Article 7.
Number of Directors**

This Corporation shall have initially twelve (12) Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the Board of Directors.

**Article 8.
Initial Board of Directors; Manner of Election**

8.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than eight (8). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

8.02. The initial Board of Directors of the Corporation shall consist of those members set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Max Herle
304 East Tennessee Street
Tallahassee, Florida 32301

Donald Gray
304 East Tennessee Street
Tallahassee, Florida 32301

Carla DeLoach
304 East Tennessee Street
Tallahassee, Florida 32301

Melissa Baniak
304 East Tennessee Street
Tallahassee, Florida 32301

Byron Greene
304 East Tennessee Street
Tallahassee, Florida 32301

C. B. Lorch
304 East Tennessee Street
Tallahassee, Florida 32301

Gareth Euridge
304 East Tennessee Street
Tallahassee, Florida 32301

Rick Minor
304 East Tennessee Street
Tallahassee, Florida 32301

Jackie Kornegay
304 East Tennessee Street
Tallahassee, Florida 32301

Kyle Phelps
304 East Tennessee Street
Tallahassee, Florida 32301

**Article 9.
Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Rick Minor 304 East Tennessee Street Tallahassee, Florida 32301
Vice President	Jackie Kornegay 304 East Tennessee Street Tallahassee, Florida 32301
Secretary	Melissa Baniak 304 East Tennessee Street Tallahassee, Florida 32301
Treasurer	Kyle Phelps 304 East Tennessee Street Tallahassee, Florida 32301

**Article 10.
Amendment**

These Articles of Incorporation may be amended by the Board of Directors or as otherwise provided in the Corporation's Bylaws.

**Article 11.
Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed in a fashion established under the Bylaws of the Corporation, subject to the requirements of Chapter 617, Florida Statutes. Notwithstanding the foregoing, if the Corporation is a qualified organization under section 501(c)(3) of the Internal Revenue Code at the time of such dissolution, all assets will be distributed to another qualified 501(c)(3) entity. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

The undersigned executes these Articles of Incorporation this 1st day of ~~May~~^{June}, 2014, and affirms that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided in Section 817.155, Florida Statutes.



KYLE PHELPS
Incorporator

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14 JUL -7 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA