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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
MUSICAL MENTORS INC.

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**ARTICLES OF INCORPORATION**

**OF  
Musical Mentors Inc.**

We, the undersigned subscribers, associate ourselves to become a Florida corporation, not-for-profit, pursuant to Chapter 617 of the Florida Statutes and all amendments thereto.

**ARTICLE I  
Name and Location**

Section 1. The name of this corporation shall be Musical Mentors Inc. and the location of its principal office shall be 6235 SW 135<sup>th</sup> Street Pincerest Florida 33156, and the name and address of the initial registered agent is United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156.

**ARTICLE II  
Purpose**

Section 1. This corporation is organized for the following purposes:

Providing Musical instruments and music lessons to underprivileged children.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation or to any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, trustee, officer of the corporation, or any private member, trustee officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activity of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. To accomplish the foregoing purposes, the corporation shall have only such powers permitted under Florida law as are in furtherance of one or more of the exempt purposes currently described in Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation shall be organized, operated and all powers exercised exclusively for said exempt purposes.

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### **ARTICLE III**

#### **Members**

**Section 1.** The members of this corporation shall consist of the officers and directors set forth herein and such other person as shall subsequently be elected and admitted to membership by the Board of Directors of this corporation, provided such membership has not been forfeited or terminated in accordance with provisions of these Articles of the By-laws of the corporation.

**Section 2.** All applications for membership shall be submitted for consideration at a meeting of the Board of Directors. Upon request of any director, election to membership shall be by secret ballot at a meeting of the Board. To be elected, each candidate must receive an affirmative vote from three-quarters of the members of the Board who are present. No rejected candidate shall be eligible to file another application for membership within six months after rejection.

**Section 3.** The Board of Directors shall have the power to suspend or expel any member for violation of any provision of these Articles, the By-laws of the corporation, or the rules and regulations promulgated by the Board of Directors of for conduct which the Board deems improper; but no member shall be expelled or suspended without being given the right to be heard in person or by letter of by agent before a duly convened meeting of the Board of Directors. A two-thirds vote of the Directors present shall be necessary to suspend any member and a three-quarters vote of the Directors present shall be necessary to expel a member.

### **ARTICLE IV**

#### **Term of Existence**

**Section 1.** This corporation shall have perpetual existence.

### **ARTICLE V**

#### **Names and Residences of Incorporators**

<u>Name</u>	<u>Address</u>
Deborah & Robert Sperber	6235 SW 135 <sup>th</sup> St Pinecrest FL 33156

### **ARTICLE VI**

#### **Management and Time of Election**

**Section 1.** The affairs of this corporation shall be managed entirely by a Board of Directors of not less than three, all of whom shall be members.

**Section 2.** Directors shall be elected by the membership in accordance with the By-laws at the regular annual meeting of the membership of the corporation to be held at a time to be fixed in the By-laws of the corporation.

**Section 3.** All officers shall be elected by the Board of Directors in accordance with the By-laws at the regular annual meeting of the Board of Directors to be held at a time to be fixed in the By-laws and following the regular annual meeting of the membership. The Board of Directors shall elect a President, Secretary and Treasurer, and such other officers as it shall deem desirable.

**ARTICLE VII**  
**Names of Officers**

**Section 1.** The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Title</u>
Deborah Sperber	President
Robert Sperber	Secretary/Treasurer

**ARTICLE VIII**  
**Board of Directors**

**Section 1.** The following persons shall constitute the initial Board of Directors and shall serve the following terms as directors until their successors are duly elected and qualified at the annual meeting of the member scheduled to be held at the expiration of their respective terms:

<u>Name</u>	<u>Title</u>
Deborah Sperber	Director
Robert Sperber	Director
Noah Sperber	Director

**ARTICLE IX**  
**By-laws**

**Section 1.** The By-laws of this corporation shall be made, altered, amended, repealed or otherwise modified by an affirmative vote of the Board of Directors at any annual or special meeting called for that purpose, provided written notice of such proposed change is submitted to the Board of Directors at least thirty days prior to any regular or special meeting, and the By-laws may be amended by unanimous vote without any previous notice.

**ARTICLE X**  
**Amendment of Articles of Incorporation**

**Section 1.** These Articles may be altered, amended or rescinded from time to time in whole or in part upon the vote of a two-third majority of the members of the

corporation present and voting at any properly called special or regular meeting of the corporation, provided the members proposing the amendment or rescission deliver a copy of the proposal to the Secretary of the corporation at least thirty (30) days prior to the meeting at which it is to be voted upon, and the Secretary shall give notice of the proposed amendment or rescission to each member of the corporation no less than fifteen (15) days prior to the meeting at which it is to be considered such notice shall be deemed to be sufficient if mailed to the last address of the member as registered with the corporation. At any membership meeting at which a proposed amendment, alteration or rescission is to be voted upon, and provided such proposal or a modified form of said proposed amendment, alteration or rescission of the Articles may be voted upon without the necessity of making a new proposal or repeating the notice required by this Article.

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ARTICLE XI  
Dissolution

Section 1. In the event of the dissolution of the corporation, all of the remaining assets of this corporation, after payment of all liabilities, shall be transferred as directed by the last Board of Trustees or as directed by a court of competent jurisdiction to another non-profit corporation within the State of Florida that has similar objectives and purposes to this corporation provided such corporation is qualified as a charitable corporation under the provisions of the Internal Revenue Code.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties or perjury, this fourth day of September, 2014.

Name  
Robert Sperber

Address  
6235 SW 135<sup>th</sup> St  
Pinecrest FL 33156

  
\_\_\_\_\_  
Robert Sperber, Incorporator

STATE OF Fla )  
 )ss:  
COUNTY OF Dade )

Before me, the undersigned authority, on this fourth day of September, 2014, personally appeared Robert Sperber and                     , to me known to be the persons described in the foregoing Article of Incorporation as incorporators thereto and who signed the same as such incorporators, and acknowledged to me

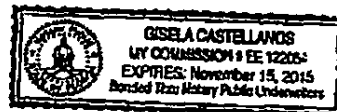
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that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

Given under my hand and seal of office the day and year aforesaid.

*Gisela Castellanos*  
, Notary Public



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ACCEPTANCE AS REGISTERED AGENT

OF

Musical Mentors Inc.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 4, 2014

United Corporate Services, Inc.

Michael A. Barr

Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508  
Miami, Florida 33156

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