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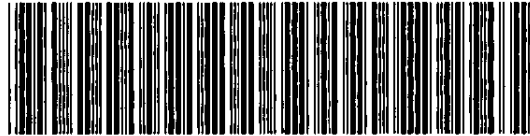
(Business Entity Name)

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BIG NOISE HALO, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ARNE JAMES GRINAKER - ATTORNEY AT LAW
Name (Printed or typed)

1135 Pasadena Ave. S., Ste 310
Address

South Pasadena, FL 33707
City, State & Zip

727-214-8972
Daytime Telephone number

mark@bignoiseinstitute.org

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
BIG NOISE HALO, INC.
A CORPORATION NOT-FOR-PROFIT**

The Articles of Incorporation of BIG NOISE HALO, INC., a corporation not for profit are filed with the Secretary of State of the state of Florida, pursuant to the provisions of Chapter 617 of the Florida Statutes for the purposes stated hereinafter, The undersigned incorporator adopts the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be: **BIG NOISE HALO, INC.**

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the corporation is:

1920 Fourth Street North, St. Petersburg, FL 33704

**ARTICLE III
OBJECT AND PURPOSE**

That the general purposes for which this corporation is organized are educational, cultural, and charitable within the meaning of Section of 501(c)(3) Internal Revenue Code (as amended) including more specifically, the following:

- A. To make quality education in the music, entertainment, and related technologies accessible to everyone in the communities we serve, particularly those with disabilities and those in financial need.
- B. To promote excellence in the music and entertainment technology industries, through support for students who show exceptional talent and motivation in the field, at all levels of education.
- C. To promote innovation in the instruction of music, entertainment, and related technologies at all educational levels, including research into and promotion of best practices, as well as providing equipment, software and training to existing educational institutions.
- D. To promote access to educational and vocational opportunities which break down barriers to entry, such as time, expense, and lack of flexibility, and which in turn lead to sustainable jobs in the fields of music, entertainment, and related technologies, working in partnership with

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STATE OF FLORIDA
TALLAHASSEE

educational institutions, community organizations, churches and religious groups of various faiths.

E. To enhance education and provide cultural enrichment for the communities we serve through the facilitation of student performances for the general public, especially underserved communities.

F. Such other purposes as may be determined from time to time to be in the furtherance of the general purposes stated hereinabove.

ARTICLE IV DIRECTORS

The corporation shall have no less than three (3) and no more than thirty (30) directors, and the original incorporators shall be the first directors. Existing directors may elect other directors and may fill vacancies caused by deaths, resignations or other causes.

The first directors shall serve as the Board of Directors until the next annual election. The provisions for the election of the directors and officers shall be set forth in the by-laws of the corporation.

ARTICLE V DIRECTORS / OFFICERS

Roger Kazanowski, President
Address: 2275 Keith Road
West Bloomfield, MI 48324

Veronica Leone Matthews, Vice President
Address: 401 Monterey Blvd NE
St. Petersburg, FL 33704

Sherry Ann Sibucan, Secretary / Treasurer
Address: 701 66th Ave. S.
St. Petersburg, FL 33705

ARTICLE VI REGISTERED AGENT

The initial registered agent shall be Mark Matthews., whose address is 1920 Fourth Street North, St. Petersburg, FL 33704.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of this Corporation:

Arne James Grinaker – Attorney at Law
Address: 1135 Pasadena Ave. S., Ste 310
South Pasadena, FL 33707

ARTICLE VIII CORPORATE POWERS

The corporation shall have the powers set forth in Section 617.0302, Florida Statutes.

ARTICLE IX BY-LAWS

The By-laws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors of the Corporation.

ARTICLE X

These Articles of Incorporation can be amended by a two-thirds vote of the directors at the regular annual meeting or at a special Board of Directors of the Corporation meeting called for that purpose.

ARTICLE XI

There shall be no capital stock in the corporation and no director or officer shall have any right or title to any asset of the Corporation.

ARTICLE XII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of this corporation whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the corporation itself; provided, however, that no such director or officer shall be so Indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such clarification, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto, with preference given to an organization with a similar mission to the Corporation. Upon dissolution of the Corporation, none of the assets shall be distributed to any member, director or officer of the Corporation.

ARTICLE XIV PROHIBITED CONDUCT

The corporation is prohibited from doing any of the following:

- A. Carrying on propaganda, or otherwise attempting to influence legislation, participate in or intervention in (including publishing or the distribution of statements) any political campaign on behalf of any candidate for public office.
- B. Permitting any part of its net earnings to inure to the benefit of any individual or corporation, including its members and/or directors.
- C. Paying compensation to any member, officer or director of the corporation or substantial contributor to it, except as is reasonable payment for services actually rendered to or property deliver to or for the corporation.
- D. Engaging in any act of self-dealing as defined in Section 4741(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Law.
- E. Any actions which would disqualify the Corporation from maintaining its tax exempt status

I submit this document and affirm 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 for in s.817.155, F.S.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the dates stated below.

 4/27/2015
Arne James Grinaker Date

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

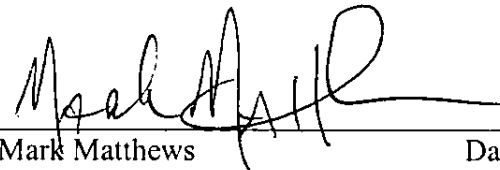
1. The name of the corporation is:

BIG NOISE HALO, INC.

2. The name and address of the registered agent and office is:

Mark Matthews
1920 Fourth Street North
St. Petersburg, FL 33704

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Mark Matthews Date 04/27/15

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA