

N15000005005

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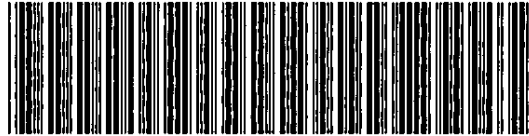
(Business Entity Name)

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04/20/15--01032--005 \*\*87.50

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 MAY 19 AM 9:39

N15- 28606

05/20/15



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

15 MAY 19 AM 11:55

CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

April 23, 2015

KOHL RABIN  
1508 EAST LA RUA STREET  
PENSACOLA, FL 32501

SUBJECT: MUSICIANS' MEMORIAL OF PENSACOLA  
Ref. Number: W15000028606

We have received your document for MUSICIANS' MEMORIAL OF PENSACOLA and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The name of the entity must be identical throughout the document.

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.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 215A00008252

Cover Letter

Department of State  
Division of Corporations  
PO Box 6327  
2661 Executive Center Circle  
Tallahassee, FL 32301  
T: 850-245-6052

Subject: Filing Articles of Incorporation for: Musicians' Memorial of Pensacola,  
Incorporated

Please find 2 copies of the articles of incorporation and payment to file the  
articles of incorporation.

Please return proof of filing to:

Kohl Rabin (Name)  
1508 East La Rua Street (Address)  
Pensacola, FL 32501 (City, State, and Zip)

If needed, you can contact me at the following phone number:  
850-602-1787 or email: kohlrabin@bellsouth.net.

Florida

## NONPROFIT CORPORATION ARTICLES OF INCORPORATION

Pursuant to §617 of the laws of Florida, the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

### ARTICLE 1

#### Name

The name of the corporation is: Musicians' Memorial of Pensacola, Incorporated

### ARTICLE 2

#### Existence

*The corporation shall have perpetual existence.*

### ARTICLE 3

#### Effective Date

The effective date of incorporation shall be: upon filing by the Secretary of State.

### ARTICLE 4

#### Members

The corporation will have members

### ARTICLE 5

#### Type of non profit corporation

The corporation is not for profit and a Mutual Benefit Corporation.

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**ARTICLE 6**  
**Registered Agent and Office**

The street address of the initial registered office of the corporation is:

1508 East La Rua Street

Pensacola, FL 32501

The name of the initial registered agent is:

Kohl Rabin

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.

  
Signature of Registered Agent

Friday, May 08, 2015

**ARTICLE 7**  
**Principal Office**

The corporation has a principal office. The street address of the principal office is:

1508 East La Rua Street

Pensacola, Escambia County, Florida 32501

**ARTICLE 8**  
**Mailing Address**

1508 East La Rua Street

Pensacola, Escambia County, Florida 32501

**ARTICLE 9**  
**Directors**

The directors will be elected, maintained, and appointed in accordance with the corporation's bylaws. The corporation's initial directors are as follows:

Kohl Rabin, 1508 East LaRua Street, Pensacola, FL 32501

Michael Wheeler, 4211 Reynosa Drive, Pensacola, FL 32504

Kip Gaudette, 2540 Chateau Ct., Pensacola, FL 32526

Dusk Tucker, 7240 Chapel Street, Pensacola, FL 32504

Raul Ramirez, 5338 Barbarosa Road, Gulf Breeze, FL 32563

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## ARTICLE 10

### Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

## ARTICLE 11

### Purpose

The purpose of the corporation is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

The Musicians' Memorial of Pensacola, Incorporated is formed to provide a membership-based organization that can provide benefits to its qualifying members. These benefits can include but are not limited to: providing affordable (group rate) health and/or life insurance, promoting and protecting the artists and support staff of local musicians, promote and advocate fair wages and treatment of its members, offer affordable legal representation of members for copyright law and performance contract breach, and generally promoting local musicians and the local music community.

A Board of Directors will be elected, with individual areas of expertise to perform duties of Chairperson, Co-chairperson, Secretary, Treasurer, and Benefits Administration. This Board will be established starting January 01, 2015 and Board positions are not restricted by term limits.

Operating and benefit funds are to be generated by annual membership dues, fund-raising events sponsored by Musicians' Memorial of Pensacola, Incorporated such as concert venues, merchandise sales, dividends of a mutual trust, and donations.

Proceeds from the afore-mentioned activities will be deposited into a local bank account (yet to be established) with a 10% yearly percentage of gross sales and donations to be distributed into a trust fund that is intended to run in-perpetuity for operating expenses of the Musicians' Memorial of Pensacola, Incorporated. This trust fund is to be administered by vote of the elected Board members and executed by the named treasurer.

The character and essence of the corporation is the same as the purpose.

## ARTICLE 12

### Prohibited Activities

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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 in Article 11. 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### ARTICLE 13

#### Distributions Upon Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more 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 purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

### ARTICLE 14

#### Incorporator

The name and address of the Incorporator is:

Kohl Rabin  
1508 East La Rua Street  
Pensacola, FL 32501

  
Signature

Friday, May 08, 2015

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