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Date: 08/02/2016

Account #: T200000000889

Name: Michelle Walker

Reference #: T004911

ENTITY NAME: ELECTRONIC MUSIC RADIO GROUP, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

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TALLAHASSEE, FLORIDA

Authorized Amount: \$70

Signature: Michelle Walker

**ARTICLES OF INCORPORATION
OF THE
ELECTRONIC MUSIC RADIO GROUP, INC.**

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The undersigned citizen of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certifies and acknowledges the following:

ARTICLE I

NAME: The name of the corporation is the Electronic Music Radio Group, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of the Corporation shall be 7950 NW 53rd Street, Suite 337, Doral, FL 33166.

ARTICLE III

PURPOSE: The Corporation is organized under the Florida Not For Profit Corporation Act and shall be operated exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to promoting an appreciation of electronic music and emerging artists who lack adequate recognition in commercial radio. In furtherance of the foregoing purposes, the Corporation shall have and may execute all such powers expressly or impliedly conferred upon not for profit corporations organized under the Florida Not For Profit Corporation Act, except as limited by the Articles of Incorporation or these Bylaws. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities or make any expenditures to the extent such activities or expenditures are prohibited with respect to organizations exempt from federal income tax under Section 501(c)(3) of the Code, or organizations, the contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV

BOARD OF DIRECTORS: The Board of Directors shall manage the business and conduct the affairs of the Corporation in accordance with these Articles of Incorporation and the Bylaws. The Board of Directors shall consist of no fewer than three (3) Directors. Except for the initial Directors, whose names are set forth in these Articles of Incorporation, the Directors shall be elected by the Board in the manner provided in the Bylaws.

ARTICLE V

INITIAL DIRECTORS: There shall be three (3) directors to serve on the initial Board of Directors who shall serve until successors are elected or appointed and qualified. The name and address of each initial Director is:

<u>Name and Title</u>	<u>Address</u>
Blake W. Lawrence (Director)	7950 NW 53 rd Street, Suite 337 Doral, FL 33166
Bernardo J. Passariello (Director)	7950 NW 53 rd Street, Suite 337 Doral, FL 33166
Philip J. Punzo (Director)	7950 NW 53 rd Street, Suite 337 Doral, FL 33166

ARTICLE VI

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the Corporation, which is identical to the business office of the initial registered agent, shall be located at 7950 NW 53rd Street, Suite 337, Doral, FL 33166. The initial registered agent at such address shall be Bernardo J. Passariello, an individual who is a resident of Florida and a Director of the Corporation.

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is Bernardo J. Passariello, 7950 NW 53rd Street, Suite 337, Doral, FL 33166.

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION:

A. If for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to, or inure to the benefit of, any of the officers, directors or employees of the Corporation, but all property and proceeds of the Corporation, subject to the discharge of valid obligations of the Corporation and to applicable provisions of the Florida Not For Profit Corporation Act, shall be distributed exclusively to one or more organizations exempt from federal income taxation under sections 501(c)(3) of the Code.

B. Although the period of duration of the Corporation is perpetual, voluntary dissolution may be accomplished by the vote of at least a majority of the Directors present at a duly noticed meeting of the Board of Directors at which a quorum is present. If for any other reason the Corporation must be dissolved or terminated, such dissolution or termination shall be accomplished in accordance with the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IX

MEMBERS: The Corporation shall not have members.

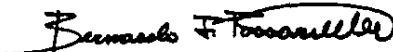
ARTICLE X

BYLAWS: In addition to other powers expressly granted by statute, the Board of Directors is authorized to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE XI

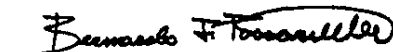
ARTICLES OF INCORPORATION: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed by a vote of at least a majority of the Directors present at a duly noticed meeting of the Board of Directors at which a quorum is present.

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.

By: 
Bernardo J. Passariello, Registered Agent

July 30, 2016
Date

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 section 817.155 of the Florida Statutes.

By: 
Bernardo J. Passariello, Incorporator

July 30, 2016
Date

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CORPORATION