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LAW OFFICES OF  
**WALLER & SCHARBER**  
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

CHARLES D. WALLER  
CERTIFIED FAMILY, CIRCUIT & COUNTY MEDIATOR  
RESIDENTIAL MORTGAGE FORECLOSURE MEDIATOR  
PARENTING COORDINATOR

August 25, 2016

JARROD M. SCHARBER

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, Fl. 32314

RE: DC Country Jam, Inc.

Dear Sirs:

Enclosed is the original Articles of Organization for DC Country Jam, Inc. I have also enclosed a check in the amount of \$78.75 for the filing fee.

Please process this at your earliest opportunity and return the Letter of Acknowledgment to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,

The Law Office of  
**WALLER & SCHARBER, P.A.**  
Attorney at Law

  
Chelsea L. Waller, Esquire

CLW/caw  
Enclosures as stated

***WE THE UNDERSIGNED***, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporations Law(s) of the State of Florida do hereby certify as follows:

## **ARTICLE I**

### **NAME**

#### **1.01 Name**

The name of this corporation shall be ***DC Country Jam, Inc.*** Any and all business conducted on behalf of the corporation shall be conducted in the name ***DC Country Jam, Inc.***

## **ARTICLE II**

### **DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

## **ARTICLE III**

### **PURPOSE**

#### **3.01 Purpose**

***DC Country Jam, Inc.*** is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose of the corporation is to support and conduct events that benefit the local K-12 music and fine arts educational programs by raising funds that will be directly donated to other charitable organizations, individuals in need or organizations in or around East Pasco County and the surrounding community.

#### **3.02 Public Benefit**

***DC Country Jam, Inc.*** is designated as a public benefit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

***DC Country Jam, Inc.*** is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of ***DC Country Jam, Inc.*** shall inure to the

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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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

*DC Country Jam, Inc.* is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of *DC Country Jam, Inc.* of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of *DC Country Jam, Inc.* any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation shall be selected by the discretion of a majority of the managing body of *DC Country Jam, Inc.* and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against *DC Country Jam, Inc.* by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within East Pasco County, Florida with whom the corporation has previously donated or partnered with in prior charitable endeavors.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the

general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE V** **BOARD OF DIRECTORS**

#### **5.01 Governance**

*DC Country Jam, Inc.* shall be governed by its board of directors consisting of at least six (6) members, and not exceeding twelve (12) members.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be:

Heather Aday	Kenneth Mathis
Cory Darling	Christopher Shaheen
Sabrina Groves	Stephanie Stephenson
LeAnne John	

#### **5.03 Number of Directors**

*DC Country Jam, Inc.* shall have a board of directors consisting of at least six (6) and no more than twelve (12) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

#### **5.04 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of ***DC Country Jam, Inc.*** shall be managed under the direction of the board, except as otherwise provided by law.

#### **5.05 Terms**

- (a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) To the extent possible, Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

#### **5.06 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and nominated to serve on the board by an existing board member during the normal course of business. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in ***December*** of each year. Further procedures and processes related to election, removal and replacement of members of the board are more specifically set forth in the corporation's Bylaws.

### **ARTICLE VI** **MEMBERSHIP AND OFFICERS**

#### **6.01 Membership**

***DC Country Jam, Inc.*** shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's Bylaws.

#### **6.02 Officers**

***DC Country Jam, Inc.*** shall have the following slate of initial Officers, who are and shall remain subject to the specific rules governing the corporations' officers as specifically set forth in the Bylaws:

**President:** Kenneth Mathis  
37420 Hickory Hill Lane  
Dade City, FL 33525

**Vice President:** Christopher Shaheen  
36928 Center Avenue  
Dade City, FL 33525

**Secretary:** Sabrina Groves  
12053 San Angela Drive  
San Antonio, FL 33576

**Treasurer:** Heather Aday  
12035 Meadow Lane  
San Antonio, FL 33576

## **ARTICLE VII AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

## **ARTICLE VIII ADDRESSES OF THE CORPORATION**

### **8.01 Corporate Address**

The physical address of the corporation is:

***DC Country Jam, Inc.***  
37420 Hickory Hill Lane  
Dade City, FL 33525

The mailing address of the corporation is:

***DC Country Jam, Inc.***  
Post Office Box 631  
San Antonio, FL 33576

## **ARTICLE IX APPOINTMENT OF REGISTERED AGENT**

### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Chelsea L. Waller, Esquire  
*Waller & Scharber, P.A.*  
38038 Meridian Ave.  
Dade City, FL 33525

**ARTICLE X**  
**INCORPORATOR**

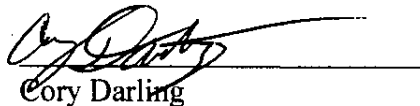
The incorporator of the corporation is:

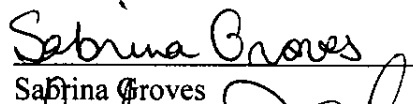
Kenneth Mathis: 37420 Hickory Hill Lane  
Dade City, FL 33525

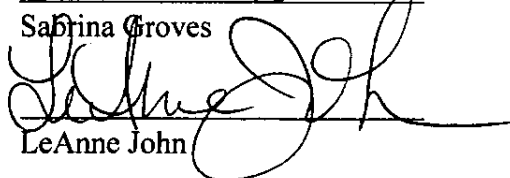
**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

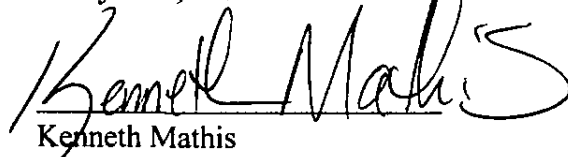
We, the undersigned initial directors, do hereby certify that the above stated Articles of Incorporation of were approved by the board of directors on August 10, 2016 and constitute a complete copy of Articles of Incorporation of *DC Country Jam, Inc.*

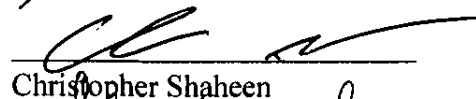
  
Heather Aday

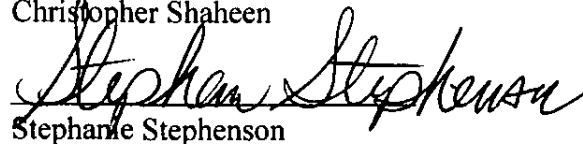
  
Cory Darling

  
Sabrina Groves

  
LeAnne John

  
Kenneth Mathis

  
Christopher Shaheen


  
Stephanie Stephenson

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**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Chelsea L. Waller, agree to be the registered agent for *DC Country Jam, Inc.* as appointed herein.

  
Chelsea L. Waller, Registered Agent  
August 10, 2016

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