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(Requestor's Name)

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☐ PICK-UP

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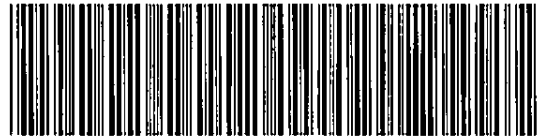
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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17 OCT 13 AM 09  
RECEIVED  
CLERK OF  
COURT  
TALLAHASSEE, FL 32301

OCT 16 2017

K. Brumbley

## COVER LETTER

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

SUBJECT: Gainesville Music History Foundation, 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: Bruce Brashear  
Name (Printed or typed)

925 NW 56th Ter Suite C  
Address

Gainesville FL 32605  
City, State & Zip

352-336-0800  
Daytime Telephone number

bbrashear@nflalaw.com  
E-mail address: (to be used for future annual report notification)

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

RECEIVED  
AT MASSACHUSETTS  
17 OCT 13 AM 9:09

**ARTICLES OF INCORPORATION OF  
GAINESVILLE MUSIC HISTORY FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is Gainesville Music History Foundation, Inc.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to encourage the preservation of literature, recordings, information, and ephemera related to the history of music in and around Gainesville, Florida; to encourage education and research related to the history of music in and around Gainesville, Florida; to provide a location for the collection, preservation, exhibition, literature, recordings, information, and ephemera related to the history of music in and around Gainesville, Florida, as well as to provide a location for education regarding Gainesville music and the performance of (music, and to exhibit this material electronically, and for other educational purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

## **ARTICLE FIVE. DIRECTORS AS MEMBERSHIP**

a) **Directors as Membership.** The sole class of membership of this corporation shall be its Directors. The Directors may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

## **ARTICLE SIX. SUBSCRIBER**

The names and residence addresses of the subscribers of this corporation are as follows:

P. Jeffrey Goldstein  
10111 S.W. 139th Street  
Miami, FL 33176

## **ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the principal office of the corporation is 925 N.W. 56th Ter, Suite C, Gainesville, FL 32605. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Bruce Brashear, Esq., 925 N.W. 56th Ter, Suite C, Gainesville, FL 32605. The principal address is the same as the registered office.

## **ARTICLE EIGHT. BOARD OF DIRECTORS**

The number of Directors shall not be less than 3 nor more than 15. Directors shall serve for a term of five years. The first Directors of the Corporation are:

P. Jeffrey Goldstein  
10111 S.W. 139th Street  
Miami, FL 33176

Barry Baumstein  
2026 N.W. 17th Lane  
Gainesville, FL 32605

Bruce Nearon  
16950 NE 50<sup>th</sup> Street  
Williston, FL 32696

Charles Ramirez  
3905 S.W. 18th Street  
Gainesville, FL 32608

David Hammer  
2108 NW 68<sup>th</sup> Street  
Fort Lauderdale 33308

The first meeting of the Board of Directors shall be held on October 31, 2017, at Gainesville, Florida. future meetings shall be held at such times and places as the Board shall designate. Meetings may be held any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Meetings of the Board shall be held not less than annually prior to June of each year at the principal office of the corporation or at such other place or places as the Board may designate from time to time. Directors shall serve until their successor is duly elected and seated.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

Director

Barry Baumstein  
Bruce Nearon  
Charles Ramirez  
P. Jeffrey Goldstein  
David Hammer

**Corporate Officers.** The Board of Directors shall elect the following officers: chair, president, vice-president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	<u>Office</u>
P. Jeffrey Goldstein	Chair and President
Barry Baumstein	Vice President
Charles Ramirez	Secretary
Bruce Nearon	Treasurer

**ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

**ARTICLE TEN. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

## **ARTICLE ELEVEN. DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income? imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing? as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

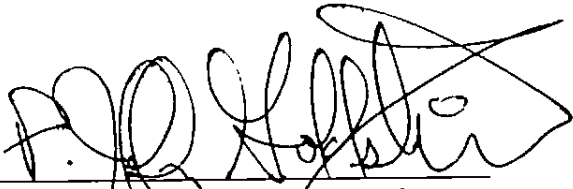
(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

## **ARTICLE THIRTEEN. AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be purposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, and including all the person herein named as the subscriber of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on October 11, 2017.

  
P. JEFFREY GOLDSTEIN

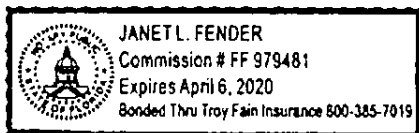
STATE OF FLORIDA  
COUNTY OF ALACHUA


BEFORE ME, the undersigned authority, personally appeared P. Jeffrey Goldstein, who [ ] is personally known to me or [X] who produced FK ID as identification, and who, under oath, says that he has affixed to the foregoing Interrogatories his answers thereto; and that such answers are complete and true to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 11th day of October 2017.

NOTARY PUBLIC – State of Florida

(Seal)



  
(Signature)

(Print, type, or stamp commissioned name of Notary Public)



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Gainesville Music History Foundation, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 11<sup>th</sup> day of October, 2017.

A handwritten signature in cursive script, appearing to read "Bruce Brashear", written over a horizontal line.

**BRUCE BRASHEAR**

Registered Agent