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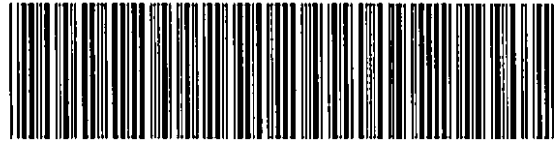
(Business Entity Name)

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**Freeborn & Freeborn**  
attorneys at law

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FLORIDA BAR CERTIFIED WILL, TRUST & ESTATE  
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August 24, 2018

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

Re: Penny Lane Beatles Museum, Inc.

Dear Ladies and/or Gentlemen:


Enclosed for filing please find the Articles of Incorporation of Penny Lane Beatles Museum, Inc.

Additionally, enclosed is check no. 25911 in the amount of \$78.75 representing the following fees:

\$35.00 – Filing fee  
\$35.00 – Designation of Registered Agent  
\$ 8.75 – Certified copy  
**\$78.75 - TOTAL**

If you have any questions, do not hesitate to contact me.

Very truly yours,

  
JOHN F. FREEBORN

JFF/cmj  
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PENNY LANE BEATLES MUSEUM, INC.**

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JACKSONVILLE, FLORIDA

**ARTICLE I**

**Name**

The name of the not-for-profit corporation ("Corporation") is PENNY LANE BEATLES MUSEUM, INC.

**ARTICLE II**

**Principal Office**

The street address of the principal office for the not-for-profit Corporation is: 730 Broadway, 2<sup>nd</sup> Floor, Dunedin, Florida 34698, and the mailing address is 521 Mandalay Avenue, Apt 902, Clearwater, Florida 33767.

**ARTICLE III**

**Purposes**

(a) This not-for-profit corporation is organized and shall be managed and operated exclusively for charitable, religious, educational and scientific purposes, and to further engage in the following purposes: organize, buy, sell, collect, conserve, lend and display Beatles memorabilia and other related materials, including but not limited to the ownership and operation of a museum or other exhibits, organization of traveling exhibits and other promotional activity.

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes, including rent expense), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of the corporation or the winding up of its affairs, assets shall be distributed exclusively to charitable, religious, scientific or educational organizations that would qualify for the provisions of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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 IV

##### **Powers and Restrictions**

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the religious, educational, scientific and charitable purposes for which this organization is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) During such times as this corporation is a private foundation in accordance with Section 509 of the Code:

(1) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(2) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(3) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of Code, or corresponding provisions of any subsequent federal tax laws.

(4) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE V

### Term of Existence

The term for which this corporation is to exist shall be perpetual.

## ARTICLE VI

### Membership

(a) This corporation is organized on a non-stock basis and shall not issue shares of stock.

(b) Initially, the corporation shall have a single member. The number of members may be increased or, if more than one, decreased by the Board of Directors from time to time, but only upon the prior approval by the majority of the then current member(s). The member or members shall elect the Directors of this corporation and shall have the power to remove and replace any or all of the Directors.

(c) The initial member shall be Robert J. Entel.

(d) A membership shall inure to a member's heirs, successors, or assigns. A membership shall be fully transferable by the member, provided that such transfer shall not disqualify this corporation from being (i) exempt from federal income tax under Section 501(c)(3) of the Code or (ii) able to receive contributions which are deductible under Section 170(c)(2) of the Code.

(e) This corporation shall not issue member certificates.

## ARTICLE VII

### Manner of Election

Each director shall be elected by the member or a majority of the members and each director elected shall serve an initial one (1) year term.

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## ARTICLE VIII

### **Board of Directors**

(a) The management of the affairs of this corporation shall be vested in the Board of Directors elected by the members(s).

(b) As provided in the bylaws:

(1) The number of directors may be increased or decreased from time to time by the member(s), but shall never be less than three (3) directors not more than thirteen (13) directors.

(2) The officers shall be elected or appointed by the Board of Directors

(c) A quorum for the transaction of business at meeting of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

(d) Directors may attend a meeting by electronic communication.

(e) To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## ARTICLE IX

### **Initial Officers and/or Directors**

The initial officers and/or directors are as follows, such officers and/or directors to hold office until his or her successor or successors have been duly elected and qualify:

Executive Director:  
Colin J. Bissett  
1324 Weybridge Lane  
Dunedin, Florida 34698

Chairman:  
Robert J. Entel  
521 Mandalay Avenue #902  
Clearwater, Florida 33767

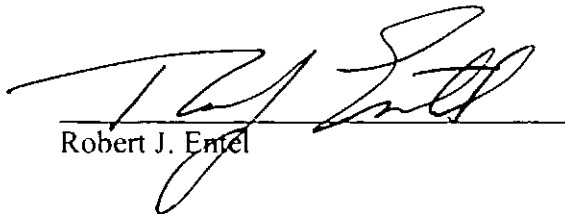
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JANUARY 11, 2018

Secretary:  
Colin J. Bissett  
1324 Weybridge Lane  
Dunedin, Florida 34698

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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.

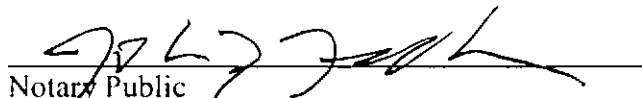
IN WITNESS WHEREOF, we have executed the Articles of Incorporation on this 24<sup>th</sup> day of August, 2018, at Dunedin, Florida.

  
Robert J. Entel

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, personally appeared ROBERT J. ENTEL, personally known to me, (or who identified himself by h/a) to be the persons described in and who executed the foregoing Articles of Incorporation, and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 24<sup>th</sup> day of August, 2018.

  
Notary Public  
My Commission Expires:



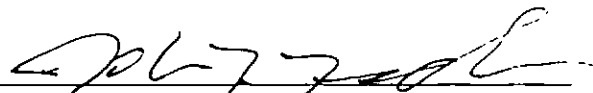
JOHN F. FREEBORN  
MY COMMISSION # FF 946944  
EXPIRES: January 16, 2020  
Bonded thru Budget Notary Services

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## ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated not-for-profit corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
John F. Freeborn, Esq.

8/27/18  
Date

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ALABAMA SECRETARY OF STATE