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☐ PICK-UP

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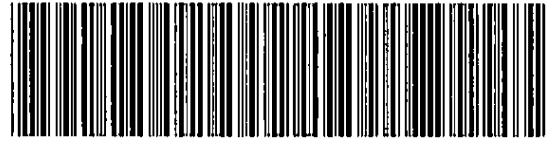
(Business Entity Name)

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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RHYTHM & MUSE, INC.

Signature \_\_\_\_\_

Requested by: SETH

08/25/22

Name

Date

Time

Walk-In

Will Pick Up

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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ADMINISTRATIVE

August 25, 2022

CAPITAL CONNECTION, INC.

,

SUBJECT: RHYTHM & MUSE FOUNDATION, INC.  
Ref. Number: W22000109486

We have received your document for and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham  
Regulatory Specialist II  
New Filing Section

Letter Number: 022A00018934

ARTICLES OF INCORPORATION  
Of  
RHYTHM & MUSE, INC.

Pursuant to Chapter 617 of the Florida Statutes, as may be amended from time to time (the "Act"), the following shall be the Articles of Incorporation for Rhythm & Muse, Inc.:

ARTICLE I NAME

The name of the corporation shall be Rhythm & Muse, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address of Rhythm & Muse, Inc. is: 28398 Captiva Shell Loop, Bonita Springs, FL 34135, and mailing address: 28398 Captiva Shell Loop, Bonita Springs, FL 34135.

ARTICLE III EXISTENCE & PURPOSE

The existence of Rhythm & Muse, Inc. shall be on the date of filing and continue in perpetuity. The purpose for which the corporation is organized is:

Rhythm & Muse, Inc. is organized exclusively for charitable, scientific and educational purposes related to presenting world-class celebrations of the musical arts by creating timeless and adventurous productions that stimulate arts education, foster economic growth, and unite artists and audiences. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV POWERS

The powers of the Rhythm & Muse, Inc. shall be exercised by or under the authority of, and the business and affairs of the Rhythm & Muse, Inc. and shall be managed under the direction of the board of directors of Rhythm & Muse, Inc. in accordance with the bylaws of Rhythm & Muse, Inc. adopted in accordance with the provisions of the Act (the "Bylaws"). The powers to adopt, alter, amend or repeal the Bylaws of the Rhythm & Muse, Inc. shall be vested in the board of

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directors of the Rhythm & Muse, Inc. At all times the following shall operate as conditions restricting the operations and activities of Rhythm & Muse, Inc.

1. No part of the net earnings of Rhythm & Muse, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of Rhythm & Muse, Inc. shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an 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.

#### ARTICLE V INITIAL DIRECTORS

The initial members of the board of directors and their place number for purposes of the Bylaws shall be:

Carl-Anthony Clarke  
Lindsay Pursglove  
Joshua K. Stack

#### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is Craig M. Dorne, PA, 2655 S Le Jeune Road, Penthouse 2C, Coral Gables, Florida 33134.

#### ARTICLE VII PERSONAL LIABILITY

No Member, Officer, or Director of Rhythm & Muse, Inc. shall be personally liable for the debts or obligations of Rhythm & Muse, Inc. of any nature whatsoever, nor shall any of the property of the Member, Officer, or Director be subject to the payment of the debts or obligations of this Rhythm & Muse, Inc.

## ARTICLE VIII DISSOLUTION

Upon the dissolution of Rhythm & Muse, Inc., assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of by the District Court of the county in which the principal office of Rhythm & Muse, Inc. 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 IX INCORPORATOR


The name and address of the Incorporator is:


Craig M. Dorne, Esquire, 2655 S Le Jeune Road, Penthouse 2C, Coral Gables, Florida 33134


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.

These Articles of Incorporation are true and correct in all material respects and are signed and to be effective as of August 15, 2022.


BOARD MEMBERS:

  
\_\_\_\_\_  
Carl-Anthony Clarke

  
\_\_\_\_\_  
Lindsay Pursglove

  
\_\_\_\_\_  
Joshua K. Stack

INCORPORATOR

  
\_\_\_\_\_  
Craig M. Dorne

## **CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE**

In accordance with the Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

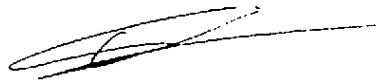
### **DESIGNATION**

Rhythm & Muse, Inc. desiring to organize under the laws of the State of Florida, hereby designates **Craig M. Dorne, PA** as its registered agent and **2655 S Le Jeune Road, Penthouse 2C, Coral Gables, Florida 33134** as its registered office.

### **ACCEPTANCE**

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Craig M. Dorne, PA



\_\_\_\_\_  
Craig M. Dorne, President

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