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Division of Corporations

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Division of Corporations
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jgshermmyen@gmail.com**FLORIDA PROFIT/NON PROFIT CORPORATION**

Upbeat GNV, Inc.

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ARTICLES OF INCORPORATION

OF

UPBEAT GNV, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Upbeat GNV, Inc. (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 1822 N.W. 7th Place, Gainesville, Florida 32603, and the mailing address of the Corporation is 1822 N.W. 7th Place, Gainesville, Florida 32603.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, promoting mental health with a focus on the musician community.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State

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of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

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

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the

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terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Alexander N. Klausner	1822 N.W. 7th Place Gainesville, Florida 32603
John Gray K. Shermyen	1822 N.W. 7th Place Gainesville, Florida 32603
Maxwell J. Bleiweis	1822 N.W. 7th Place Gainesville, Florida 32603

**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1822 N.W. 7th Place, Gainesville, Florida 32603, and the name of the initial registered agent of the Corporation at that address is John Gray K. Shermyen. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
John Gray K. Shermyen	1822 N.W. 7th Place Gainesville, Florida 32603

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 20th day of September, 2022.


John Gray K. Shermeyen, Incorporator

SECRETARY NCO

John Gray K. Shermeyen

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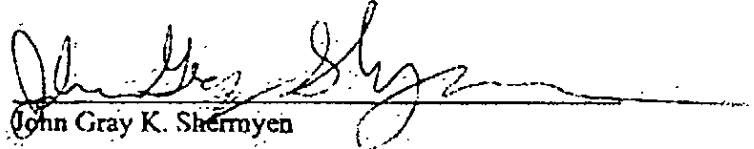
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



John Gray K. Shermeyen

Date: September 20th, 2022

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