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Page: 1 of 6

2023-12-19 09:06 EST

Holland & Knight LLP

From: Jazzdon, Esmi (MIA - X22275)

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FLORIDA PROFIT/NON PROFIT CORPORATION

JAZZ Hamilton Arts Foundation, Inc.

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Help

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**ARTICLES OF INCORPORATION
OF
JAZZ HAMILTON ARTS FOUNDATION, INC.**

ARTICLE I. NAME

The name of this corporation shall be Jazz Hamilton Arts Foundation, Inc. (the "Corporation")

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

9802 Nickels Blvd., #907
Boynton Beach, FL 33436

The mailing address of this Corporation shall be:

P.O. Box 2264
Orlando, FL 32802

ARTICLE III. PURPOSE

The Corporation is organized for and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated and rulings made thereunder (the "Code"). The Corporation's purpose shall include, but not be limited to, providing students with educational scholarships and underserved communities with access to the arts.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest, and reinvest the same, and apply the income and principal thereof and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively charitable purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect, or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually unless it is dissolved in accordance with these Articles of Incorporation and the laws of the State of Florida.

ARTICLE V. DIRECTORS AND/OR OFFICERS

The Corporation shall have at least three (3) directors ("Directors") who shall be elected or appointed as provided in the bylaws of the Corporation (the "Bylaws"). The number of directors may be increased or decreased from time to time in a manner as determined in the Bylaws, but

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there shall be at least three (3) directors at all times. All corporate power shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Directors of the Corporation (the "Board of Directors"). The Corporation's Bylaws may provide for officers; however, the Directors shall have sole voting power.

The names of the initial officers and directors are:

President/Chair and Director:	Dr. Elizabeth Hernandez
Vice President, Treasurer, and Director:	Denise Figueroa
Secretary and Director	Maribel Gonzalez

ARTICLE VI. MEMBERSHIP

The membership of this Corporation will be outlined as provided in the Bylaws.

ARTICLE VII. REGULATION OF AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) 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, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding section of any future tax code).

D. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall

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determine. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

ARTICLE VIII. REGISTERED AGENT

The name and the Florida street address of the initial registered agent is:

Denise Figueroa
9802 Nickels Blvd., #907
Boynton Beach, FL 33436

The Board of Directors may change the Corporation's registered agent or the location of the Corporation's registered agent in accordance with applicable law.

ARTICLE IX. INCORPORATOR

The name and street address of the Incorporator is:

Dr. Elizabeth Hernandez
P.O. Box 2264
Orlando, FL 32802


ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

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STATE
CORPORATION
FL

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IN WITNESS WHEREOF, the undersigned subscribes these Articles of Incorporation this 14th day of December, 2023.



Dr. Elizabeth Hernandez
Incorporator

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ALLIANCE, LLC, FL


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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am also familiar with and accept the obligation of my position as registered agent.

Dated this 14th day of December, 2023

By:



Denise Figueroa

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