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FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL,  
CONTACT: SUSAN OSBORNE  
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: MARS MUSIC FOUNDATION, INC.

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12/30/97

**ARTICLES OF INCORPORATION  
OF**

**MARS MUSIC FOUNDATION, INC.  
(A Not For Profit Corporation)**

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STATE OF FLORIDA  
TALLAHASSEE

The undersigned, acting as Incorporator of MARS MUSIC FOUNDATION, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be MARS MUSIC FOUNDATION, INC. The address and principal office of the Corporation shall be located at c/o Robert Zobel, 5300 North Powerline Road, Suite 3W, Fort Lauderdale, FL 33309.

**ARTICLE II**

**PURPOSE**

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by fostering, promoting and otherwise enhancing education in and an appreciation for music, primarily for underprivileged children, and in furtherance thereof to support music programs both within and outside formal educational settings and institutions.

**ARTICLE III**

**LIMITATIONS**

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

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Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
1 (954) 764-6660

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B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the 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 of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
2 (954) 764-6660

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE IV

##### DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V

##### INCORPORATOR

The name of the Incorporator of this Corporation is ROBERT ZOBEL, and the address of said Incorporator is 5300 North Powerline Road, Suite 3W, Fort Lauderdale, FL 33309.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The Board of Directors shall be elected by in a manner as provided for in the Bylaws of the Corporation.

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ARTICLE VIIBY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE VIIIREGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5300 North Powerline Road, Suite 3W, Fort Lauderdale, FL 33309, and the name of the registered agent of the Corporation at that address is ROBERT ZOBEL.

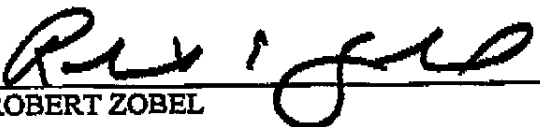
IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 14<sup>th</sup> day of December, 1997.

  
ROBERT ZOBEL

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article XI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

  
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ROBERT ZOBEL  
Dated: 12/12/97

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