

Orlando Jazz Festival, Inc.

Post Office Box 618412
Orlando, FL 32861-8412
(407) 296-8900

June 24, 1999

N98000004339

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation
Orlando Jazz Festival, Inc.
Document #N98000004339

200002965862--0
-08/20/99 -01003-011
*****52.50 *****52.50

Dear Sir or Madam,

In filing for 501(c)(3) status with the Internal Revenue Service, we were required to amend our Articles of Incorporation. Therefore, we are requesting approval of these Amended Articles of Incorporation, which are attached hereto. Please provide us with a copy of the amendment, reflecting the seal and signature of your office.

Should you have any questions or should there be a fee required to accomplish this, please call Jolynn Haven at (407) 296-8900. If you prefer, you may send a fax to me at (407) 296-3230 or communicate with me via email at promeet@iaf.net.

Thank you for your assistance in this matter.

Sincerely,

Jolynn C. Haven

Jolynn C. Haven
Vice President/Treasurer

JCH/klw

Enclosures

FILED
99 AUG 20 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
WFO 8-20-99

1055, 564, 573, 547, 1071, 767



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 2, 1999

Jolynn C. Haven
% ORLANDO JAZZ FESTIVAL, INC.
Post Office Box 618412
Orlando, FL 32861-8412

SUBJECT: ORLANDO JAZZ FESTIVAL, INC.
Ref. Number: N98000004339

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 599A00034900

August 3, 1999

Ms. Louise Flemming-Jackson
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Orlando Jazz Festival, Inc.
Amended Articles of Incorporation
Ref. Number N98000004339



Dear Ms. Jackson,

Thank you for your response regarding the above matter.

Enclosed is the required statement that there are no members and the date of the adoption by the Board of Directors.

Please note that we have not changed the incorporator(s) and the Amended Articles were signed by Brent Runnels, President, of Orlando Jazz Festival, Inc.

Also enclosed is a check in the amount of \$52.50, which will cover the fee to file Articles of Amendment, as well as the cost of two certified copies of the Amended Articles.

Thank you for your assistance. Should you need to contact me, please feel free to do so at 407.296.8900.

Sincerely,

Jolynn C. Haven
Vice President

August 18, 1999

Ms. Louise Jackson
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

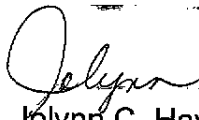

Dear Ms. Jackson,

Thank you so much for your help today! Enclosed is a revised Articles of Amendment to Articles of Incorporation of Orlando Jazz Festival, Inc., which I have signed as subscriber. I hope this will take care of everything!

If not, please give me a call and we'll try again.

Thanks again!

Sincerely,



Jolynn C. Haven
Vice President

JCH/klw

Enclosure

**Articles of Amendment to
Articles of Incorporation
Of
Orlando Jazz Festival, Inc.**

EILED
99 AUG 20 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned officer does hereby amend the Articles of Incorporation of Orlando Jazz Festival, Inc.

ARTICLE I

NAME

The name of the corporation is Orlando Jazz Festival, Inc., hereinafter referred to as the "Corporation."

ARTICLE II

PRINCIPAL OFFICE

The Principal office of the Corporation is located at 7658 Torino Court, Orlando, Florida, 32935.

ARTICLE III

REGISTERED AGENT

Jolynn C. Haven, whose address is 7658 Torino Court, Orlando, Florida, 32835, is hereby appointed the Registered Agent of the Corporation.

ARTICLE IV

PURPOSE, POWERS AND DUTIES OF THE CORPORATION

The corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the organization of an annual jazz festival. Any additions thereto as may hereafter be brought within the jurisdiction of this Corporation and, in furtherance of these purposes, to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain By-Laws and as the same

may be amended from time to time as therein provided, said By Laws being incorporated herein as if set forth at length;

- (b) to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the Corporation;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;
- (d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) participate in mergers and consolidation with other non-profit corporations organized for the similar purposes, provide that any such merger, consolidation or annexation shall have the assent of two-thirds of the members;
- (f) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501©(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities no permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, 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

MEMBERSHIP

Each member of the Corporation shall have membership in the Corporation, which membership shall be held by the person or entity, or in common by the persons or entities. Membership requirements shall be set forth in the By-Laws.

ARTICLE VI

VOTING RIGHTS

The corporation shall have one class of voting membership:
Member(s) shall be dues paying members as set forth in the By-Laws.

ARTICLE VII

BOARD OF DIRECTORS

The affairs and property of this Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-laws of the Corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Jolynn C. Haven, 7658 Torino Court, Orlando, FL, 32835
Richard Ivey, 6616 Nina Rosa Drive, Orlando, FL, 32819
Dr. Brent Runnels, 1035 Austin Drive, Atlanta, GA, 30307

At the first annual meeting the members shall elect three (3) directors to serve for a term of one (1) year each. At each annual meeting thereafter, the members shall elect the directors for a term of one (1) year.

ARTICLE VIII

OFFICERS

The officers of the Corporation shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

President	Brent Runnels
Vice President	Jolynn Haven
Secretary	Richard Ivey
Treasurer	Jolynn Haven

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The corporation hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or complete action, suit or proceeding:

- (1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation, or that he had reasonable grounds for belief that such action was unlawful.
- (2) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court, administrative agency, or investigative board before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.
- (3) The Board of Directors shall determine whether amounts for which Director or officer seeks indemnification were properly incurred and whether such Director or

officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding.

- (4) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

- A. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation partnership, or organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction , or solely because his or her votes are counted for such purpose. No Director or officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.
- B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board o Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class of membership, except that the Board of Directors may amend these Articles of

Incorporation without the assent of the membership to correct any ambiguities, scriveners errors or conflicts appearing within these Articles of Incorporation.

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than three-fourths (3/4) of the total number of votes in each class of members. Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, 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.

ARTICLE XV

SUBSCRIBERS

The name and residence of the subscriber are as follows:


Name

Address

Jolynn C.Haven

7658 Torino Court, Orlando, FL 32835

IN WITNESS WHEREOF, for the purposes of amending the Articles of Incorporation for this corporation, under the laws of the State of Florida, I, the undersigned, constituting the incorporators of this Corporation, have executed these Amended Articles of Incorporation.



Jolynn C. Haven

Statement

I hereby certify that there are no members of Orlando Jazz Festival, Inc., and that the Amended Articles of Incorporation were adopted by the Board of Directors of Orlando Jazz Festival Inc., on June 17, 1999.

A handwritten signature in cursive script, appearing to read "Jolynn C. Haven", is written over a horizontal line.

Jolynn C. Haven
Vice President / Director
Orlando Jazz Festival, Inc.