

CAPITAL CONNECTION, INC.

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Music Heritage Preservation
& Education Group, Florida
Corporation Not for Profit.

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**ARTICLES OF INCORPORATION
OF
MUSIC HERITAGE PRESERVATION & EDUCATION GROUP INC.
FLORIDA CORPORATION NOT FOR PROFIT**

In order to form a corporation in accordance with the provisions of the laws of the state of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

ARTICLE I

1.01. CORPORATION NAME. The name of this corporation is Music Heritage Preservation & Education Group, ^{Inc.} Florida Corporation Not for Profit.

ARTICLE II

2.01. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III

3.01. PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated exclusively for charitable, educational, religious, and humanitarian purposes consistent with the requirements for qualification as an exempt organization 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) (hereinafter, the "Code"), and for such other purposes as are consistent with its maintaining qualification as an exempt organization under Code section 501(c)(3).

(b) The corporation shall restrict its operations to the promotion of charitable, educational, religious, and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth herein.

(d) The corporation shall not engage in any acts of self dealing as defined in section 4941(d) of the Code, retain any excess business holdings as defined in section 4943(c) of the Code, make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code, make any taxable expenditures as defined in section 4945(d) of the Code, or otherwise violate any of the provisions of section 617.0835, Florida Statutes (1995).

(e) The provisions of this Article III setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

ARTICLE IV

4.01. NONSTOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V

5.01. REGISTERED AGENT AND REGISTERED OFFICE. The initial Registered Agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

JOHN McE. MILLER, P.A.
447 Atlantic Boulevard
Atlantic Beach, FL 32233

ARTICLE VI

6.01. PRINCIPAL OFFICE. The street address of the initial principal office of the corporation in the state Florida, is 447 Atlantic Boulevard, Suite 1, Atlantic Beach, Florida 32233.

ARTICLE VII

7.01. DIRECTORS. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The corporation initially shall have seven (7) directors. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws.

ARTICLE VIII

8.01. INCORPORATOR. The name and street address of the incorporator of this corporation is as follows:

John McE. Miller
447 Atlantic Boulevard
Atlantic Beach, FL 32233

ARTICLE IX

9.01. MEMBERSHIP. This corporation shall have no members.

ARTICLE X

10.01. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code.

ARTICLE XI

11.01. AMENDMENT. These Articles may be amended in the manner provided by law; provided, however, that any such amendment shall require the affirmative vote of at least two-thirds (2/3) of the then incumbent members of the Board of Directors.


ARTICLE XII

12.01. BYLAWS. The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The Board of Directors may change, amend, adopt, or repeal the Bylaws upon the affirmative vote of at least two-thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE XIII

13.01. INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY. This corporation shall indemnify the directors and officers of this corporation to the fullest extent permitted by applicable law. No director or officer of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XIII shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Atlantic Beach, Duval County, Florida, this 26 day of August, 1998.


JOHN McE. MILLER
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MUSIC HERITAGE PRESERVATION & EDUCATION GROUP INC.**

Pursuant to Sections 48.091 and 617.023, Florida Statutes (1997), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Music Heritage Preservation & Education Group, ^{Inc.} a not-for-profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 447 Atlantic Boulevard, Atlantic Beach, FL 32233.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Atlantic Beach, Duval County, Florida, on this 26 day of August, 1998.


JOHN McE. MILLER
Registered Agent

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