

LEDMAN & HAMM, P.A.  
ATTORNEYS AT LAW

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PANAMA CITY, FLORIDA 32401

W. GERALD HAMM  
THOMAS W. LEDMAN

(850) 763-1550  
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November 19, 1998

VIA FEDERAL EXPRESS  
Division of Corporation  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

500002692405--5  
-11/20/98--01004--022  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Beach Music Festivals, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and original Statement of Acceptance and Designation of Registered Agent for the above-referenced non-profit corporation. If these documents meet with your approval, please file the originals and return a certified copy of the Articles to me in the enclosed self-addressed, stamped envelope provided for your convenience. Our check in the amount of \$122.50 is also enclosed.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Ledman & Hamm, P.A

*Michelle R. Booth*

Michelle R. Booth  
Secretary to Thomas W. Ledman

/mrh  
Enclosure  
cc: James C. Pappas, M.D.

*[Signature]* 11/20

RECEIVED  
98 NOV 20 AM 10:12  
DIVISION OF CORPORATION

98 NOV 20 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION  
OF  
BEACH MUSIC FESTIVALS, INC.  
A Florida Not-for-Profit Corporation**

98 NOV 20 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is BEACH MUSIC FESTIVALS, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The address of the initial principal office of the corporation in the State of Florida is 510 Airport Drive, Panama City, FL 32405, and the name of the initial registered agent is James C. Pappas, whose address is 510 Airport Drive, Panama City, FL 32405

**ARTICLE III  
PURPOSE**

The purpose of this corporation is to operate in any manner for such recreational, educational and other non-profitable purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE IV  
BOARD OF DIRECTORS**

This corporation shall have ( 3 ) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three.

The name and address of the initial director of this corporation shall be stated in the By-Laws. The manner of election shall also be stated in the By-laws.

## **ARTICLE V DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provision of Section 501(c)(3) of the Code.

## **ARTICLE VI INDEMNIFICATION**

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

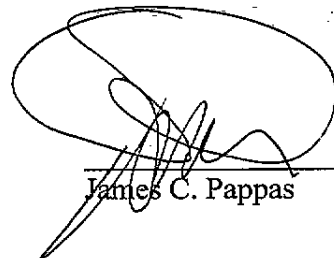
## **ARTICLE VII TERM OF EXISTENCE**

This corporation shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation.

## **ARTICLE VIII INCORPORATOR**

The name of the person signing these Articles is James E. Pappas whose address is 510 Airport Drive, Panama City, FL 32405.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of November, 1998

  
James C. Pappas

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Beach Music Festivals, Inc., was acknowledged before me this 19<sup>th</sup> day of November, 1998, by James C. Pappas, who (notary **must** check applicable box)

X is personally known to me.  
\_\_\_\_\_ produced a current Florida driver's license as identification.  
\_\_\_\_\_ produced \_\_\_\_\_ as identification.

Michelle R. Booth  
NOTARY PUBLIC  
Print Name MICHELLE R. BOOTH  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



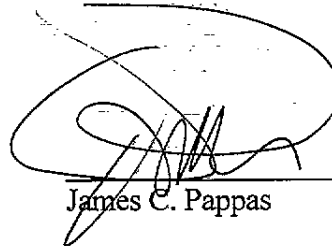
Michelle R. Booth  
MY COMMISSION # CC755167 EXPIRES  
June 29, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

**STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT**  
**OF**  
**BEACH MUSIC FESTIVALS, INC.**

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 19<sup>th</sup> day of November, 1998.

  
James C. Pappas

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA