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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/01/98--01019--012
*****78.75 *****78.75

SUBJECT: SOUNDWAVE INTERNATIONAL PROMOTIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: V.R.Finlay
Name (Printed or typed)
1140 NE 163rd Street, Suite 24
Address
North Miami Beach, FL 33162
City, State & Zip
(305) 944-2194
Daytime Telephone number

FILED
98 DEC -1 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TA-12/17/98

ARTICLES OF INCORPORATION
OF

SOUNDWAVE INTERNATIONAL PROMOTIONS, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Law of the State of Florida, do hereby certify:

ARTICLE I NAME

The name of the corporation shall be:

SOUNDWAVE INTERNATIONAL PROMOTIONS, INC.

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is:

21330 NW 9th Place, # 101
Miami, Fl 33169

This location is also the location of the Registered Agent.

ARTICLE III

- A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organiza-

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D. Other purposes for which this corporation is organized are as follows:

1. To provide miscellaneous assistance to the homeless.
2. To provide food for the hungry.
3. To provide miscellaneous services for abused children.
4. To provide assistance for victims of natural disasters.
5. To enhance awareness of Caribbean culture, music and dance.
6. To promote and provide musical events.
7. To promote harmony as it relates to better community relationship.
8. To provide a forum for the benefit of charitable events, including entertainment and the sale of goods.

ARTICLE IV

The name(s) and addresses of the incorporators-subscribers hereto are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray Robles	P.O. Box 694327 Miami, Fl 33269
Peter Hoofatt	21330 NW 9th Place, # 101 Miami, Fl 33169
Beverley Lyn-Quee	21330 NW 9th Place Miami, Fl 33169

ARTICLE V

The officers whose names below shall manage, conduct, and operate business of the corporation. This corporation thereafter will be managed, conducted and operated by the Directors and Officers who shall be elected annually or according to the by-laws of the Corporation. The first board of directors shall be no less than three in number. The names and addresses of the first Board of directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Ray Robles	P.O. Box 694327 Miami, Fl 33269	Secretary
Peter Hoofatt	21330 NW 9th Place, # 101 Miami, Fl 33169	President
Beverley Lyn-Quee	21330 NW 9th Place Miami, Fl 33169	Treasurer

The Board of Directors shall at no time consist of less than three persons.

ARTICLE VI

The by-laws of this Corporation shall be amended or recinded only by a majority vote of the board of directors.

ARTICLE VII

The qualifications of members and the manner of their admission will be in accordance with the by-laws of the Corporation.

ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of the board of directors.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or their 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 in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt 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 140 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code

ARTICLE X

This Corporation shall have the following powers:

- 1) Have succession by its corporate name for perpetuity.
- 2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- 3) Adopt and use a common corporate seal and alter the same, provided "Corporation Not For Profit" be contained therein.
- 4) Elect such officers and agents as its affairs shall require, and to allow them reasonable compensation.
- 5) Adopt, change, amend and repeal By-Laws, consistent with law and these Article to administer corporate affairs and exercise corporate powers.
- 6) Increase, or decrease by a vote of its members, as set forth in Article V thereof, the number of directors in no event less than three persons.

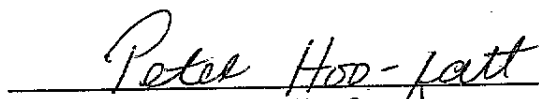
- 7) Make contracts, incur liabilities, borrow money at such rates of interest as the directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge any or all of its property, franchises or income.
- 8) Conduct its affairs, carry on its operations and have officers and exercise the powers granted by this Article in any state, territory, district or possession of the United States or any foreign country.
- 9) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wheresoever situate.
- 10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses, and other rights or interests therein or thereunder.
- 11) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- 12) Purchase take, receive, subscribe for otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in with shares and other interest or in obligations of other domestic or foreign corporation, whether for profit or not, associations, and partnerships or individuals, or direct or indirect of the United States, or of any other government, state, territory, governmental, district, municipality, or any instrumentality thereof.
- 13) Lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.
- 14) Make donations for the public welfare or for religions, charitable, scientific, educational or other similar persons.
- 15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which this Corporation is organized.
- 16) Merge and consolidate with other corporations, both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation for profit.

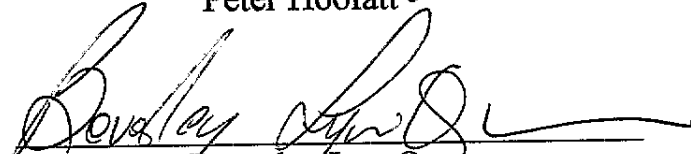
Dated this 27th day of November, 19 98

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Signature(s) of Incorporator(s)

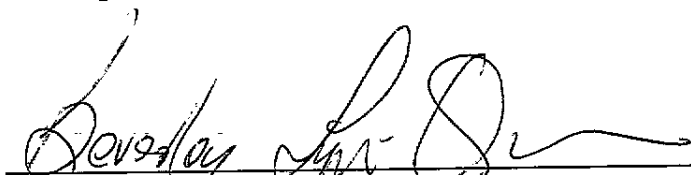

Ray Robles


Peter Hoofatt


Beverley Lyn-Quee

ACCEPTED BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.325 florida Statutes.


Beverley Lyn-Quee

Whose address is: 21330 NW 9th Place, # 101
Miami, Fl 33169

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

Before me, the undersigned authority, personally appeared

Ray Robles

Peter Hoofatt

Beverley Lyn-Quee

to me well known to be the person(s) who executed the foregoing articles of incorporation and acknowledge before me, according to law, that they made and subscribed the same for the purpose therein mentioned and set forth. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of November, 19 98 .

V.R. Finlay

(Notary Public)

My Commission expires:

3/30/1999



Official Seal
V.R. FINLAY
Notary Public, State of Florida
My Comm. Expires March 30, 1999
No. CC 449572