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TRANSMITTAL LETTER

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*****78.75 *****78.75

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

SUBJECT: ARTICLES OF INCORPORATION FOR WESTSIDE YOUTH MUSIC COMPANY, INC.

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee
Certified Copy
& Certificate

FROM: Shirley Green

NAME (printed or typed)

P. O. Box 852

Address

New Smyrna Beach, FL 32170

City, State & Zip

904-253-6573

Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -9 AM 8:00

FILED

SD
3/9

W99-4904



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

SHIRLEY GREEN
P.O. BOX 852
NEW SMYRNA BEACH, FL 32170

SUBJECT: WESTSIDE YOUTH MUSIC COMPANY, INC.
Ref. Number: W99000004904

We have received your document for WESTSIDE YOUTH MUSIC COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation. Please delete Company from the corporate name, and return corrected articles to this office for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 999A00009107

ARTICLES OF INCORPORATION

OF

WESTSIDE YOUTH MUSIC, INC.

In compliance with the requirements of the Laws of the State of Florida, the undersigned, all of whom are residents of Volusia County, Florida, and all of whom are of full age, have this day voluntarily associated themselves to gather for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I
NAME

The Corporation will be known as WESTSIDE YOUTH MUSIC, INC., hereafter referred to as the "Corporation."

ARTICLE II
ADDRESS OF CORPORATION

The address of this Corporation's registered office in the State of Florida, County of Volusia is initially 337 Sheldon Street, New Smyrna Beach, FL 32168 and the name of the initial registered agent at such address is Shirley Green.

ARTICLE III
PURPOSE

The purpose for which the Corporation was incorporated under the Non-Profit Corporation Law of the State of Florida and, the business and objects to be carried on and promoted by it, are as follows:

A. This Corporation is organized exclusively for charitable and/or educational purposes, including for such purposes, the making or distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide families, elderly and handicapped person with housing facilities and services specially designed to meet their physical, social, and psychological need, and to promote their health, security, happiness and services to be predicated upon the provision, maintenance and operation thereof of a non-profit basis.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distribute to its members trustees,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

officers or of the private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

ARTICLE IV

The Corporation is empowered:

A. To buy, own, sell, assign, mortgage or lease any interesting real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects in its business, and to secure the same, by mortgage, pledge or other lien on the Corporation's property.

C. To do and perform all acts reasonable necessary to accomplish the purpose of the Corporation, including the execution of a Use Agreement, and Amended Regulatory Agreement and any other agreements required by the Secretary of the Department of Housing and Urban Development ("HUD"). Such Use Agreement and Amended Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation's property insured by HUD.

D. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purpose within the meaning of Article II (A) hereof, other than of religious purposes all the foregoing meaning of section 501(c)(3) of the Internal Revenue Case of 1968, as amended, or the corresponding section of any future United States Internal Revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for public purpose. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal corporation is

then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V MEMBERSHIP

1. Qualifications.

Membership in the Corporation shall, at all times, be not less than three (3). Each member shall meet the qualification for directorship to the Board.

2. Voting.

Each member shall be entitled to one (1) vote at all regular or special meetings of the Members of the Corporation. At each meeting of the Members, every member having the right to vote shall be entitled to vote in person or by proxy executed in writing by such member or by his duly authorized attorney in fact, and filed with the Secretary of the Corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. Election for directors shall be by cumulative voting. Upon demand made by a member of any election for directors before the voting begins, the election shall be by ballot.

ARTICLE VI BOARD OF DIRECTORS

1. Powers and Number.

The affairs of the Corporation shall be managed by its Board of Directors which may exercise all powers of the Corporation and do all lawful acts and things as are not by statute or by the Articles of Incorporation or by the Bylaws directed or required to be exercised and done by the Members. The initial Board of Directors shall have five (5) members.

ARTICLE VII ELECTION AND TERM OF OFFICE

The Directors shall be appointed at each Annual Meeting of the Members and shall hold office for a term of three (3) years.

No person may serve as Director for more than two (2) consecutive terms.

ARTICLE VIII
LIMITATION ON DIRECTOR LIABILITY

1. Personal Ability.

A director of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take an action.

2. Standard of Care.

(a) Each Director of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his/her duties as a Director, including his/her duties as a member of any committee or the board upon which he/she may serve, in good faith, in a manner he /she reasonably believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely, in good faith, on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Directors reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individuals Directors may, in considering the best interest of the Corporation, consider the effects of any action upon employees, suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a).

(c) Actions taken as a Director or any failure to take action shall be presumed to be in the best interest of the Corporation; absent breach of fiduciary duty, lack of good faith

or self-dealing.

ARTICLE IX TERM OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Department of the State of Florida, and this corporation shall have perpetual existence thereafter, unless and until sooner dissolved according to the law.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of two thirds (2/3) of the Directors.

ARTICLE XI INDEMNIFICATION

1. General.

The Corporation shall indemnify each officer, director and employee (Indemnities) from the expenses and risks as set forth in these Articles if such Indemnitee has acted in good faith or in a manner which he/she reasonably believed to be in the best interest of the Corporation. So long as the Secretary of HUD is the insurer of a mortgage on the Corporation's property, any indemnification provided for herein shall, to the extent it is provided with funds derived from the property, be subject to such mortgage.

2. Expenses.

Indemnities shall be indemnified against all expenses (including attorney's fees), judgments and amounts paid in connection with any threatened, pending or completed action, suit or proceeding, (other than an action by or in the right of the Corporation) by reason of the fact the Indemnitee is or was an employee, officer or director of the Corporation.

ARTICLE XII BYLAWS

The Bylaws of this Corporation shall be promulgated by the Board of Directors and may be amended as provided therein.

ARTICLE XIII INITIAL BOARD OF DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by a Board

of Directors, who shall be members of the Corporation. The names and addresses of the five (5) people who are to act as the initial Directors and Officers until the selection of three (3) other Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Asize Brooks, President	337 Sheldon Street, NSB, Fl 32168
Earlene Lewis	1204 N. Peninsula Ave, NSB, 32169
Shirley Green, Treasurer	420 Baltimore Cir., NSB, Fl 32168
Kathy Zow	203 Howard Street, NSB, Fl 32168
Deborah Laibe, Secretary	659 S. Pine Street, NSB, Fl 32169

IN WITNESS WHEREOF, the undersigned being the subscriber and incorporator and the person named herein as the initial Treasurer of the Corporation, has executed these Articles of Incorporation on this 5th day of March, 1999.



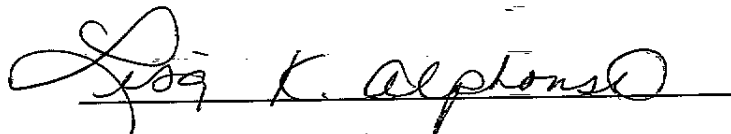
Shirley Green

STATE OF FLORIDA:

COUNTY OF VOLUSIA:

5th The foregoing instrument was acknowledged before me this day of March, 1999, by Shirley Green, Incorporator of WESTSIDE YOUTH MUSIC INC., and who is ~~personally known to me~~, and who did not take an oath. *Produced Tlc. DL 6650-748-55-675-0*

NOTARY PUBLIC STATE OF FLORIDA
LISA KALPHONSO
COMMISSION # CC612628
EXPIRES 1-9-2001
BONDED THRU ASA 1-888-NOTARY1

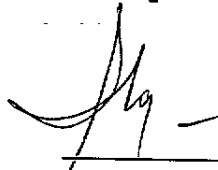


Notary Public Signature
Notary Public at Large (stamp)
My Commission Number: _____
My Commission Expires: _____

The WESTSIDE YOUTH MUSIC, INC. desiring to organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 337 Sheldon Street, NSB, Fl 32168, has named Shirley Green at the principal address, Volusia County, Florida, as it's agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open and promptly apprising the Secretary of State of the State of Florida of any changes in the address of the registered agent..



Registered Agent

\\DAYTONA\USERS\ShirleyG\COMMUNITY ORGANIZATIONS\westside youth\ARTICLES.8

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