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September 17, 1999

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: **Miami Jazz Foundation, Incorporated**
Our File No. 8442

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for Non-Profit Corporation for the referenced corporation, along with my check in the amount of \$78.75.

Please file the Articles and return to the undersigned one certified copy of same.

Very truly yours,

MARK R. RUBIN

MRR/ssk

Enclosures (stated)

Shaw

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TALLAHASSEE FLORIDA

Jeff Rubin GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Archie Art* ✓
DATE *9/23*
DOC. EXAM. *APR*

**ARTICLES OF INCORPORATION
OF
MIAMI JAZZ FOUNDATION, INCORPORATED
A FLORIDA NONPROFIT CORPORATION**

ARTICLE I.

CORPORATE NAME

The name of the corporation is:

MIAMI JAZZ FOUNDATION, INCORPORATED

The mailing address shall be:

2699 So. Bayshore Drive, Suite 600C
Miami, FL 33133

ARTICLE II.

CORPORATE NATURE

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III.

DURATION

This term of existence of the corporation is perpetual.

ARTICLE IV.

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To aid in the continuing education, professional stimulation, clinical network and idea sharing amongst the members of the corporation.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the

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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 V.

ARTICLE VI.

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (4), provided however, that such numbers may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at a place to be designated by the Board of Directors on or about the Saturday closest to March 21st of each year at 12:00 Noon, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or

other document filed under any provision or law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to act. Such statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Albert B. Johnson II, 3370 Poinciana Avenue, Miami, FL 33133
Theophilus C. Adderly, 18850 N.W. 14th Avenue Road, Miami, FL 33169
George F. Knox, 3803 S.W. 37th Avenue, Miami, FL 33133
Eddie B. Williams, Jr., 2340 N.W. 155th Terrace, Miami, FL 33054

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VII.

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 in Article IV hereof.

B. 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 any candidate for public office.

C. 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 from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII.

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws of this corporation.

ARTICLE X.

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

<u>NAME</u>	<u>ADDRESS</u>
Albert B. Johnson II	3370 Poinciana Avenue Miami, FL 33133

ARTICLE XI.

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII.

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII.

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be and the name of its registered agent at said address shall be:

Albert B. Johnson II
3370 Poinciana Avenue
Miami, FL 33133

ARTICLE IX.

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 17 day of September 1999.

WITNESSED BY:

Albert B. Johnson II
ALBERT B. JOHNSON II, SUBSCRIBER

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TALLAHASSEE, FLORIDA

I, ALBERT B. JOHNSON II, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.

Albert B. Johnson II
Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, appeared ALBERT B. JOHNSON II, personally known to me, who, after being first duly sworn, depose and state that he is the same individual named as the Subscriber to the above and foregoing Articles of Incorporation; that he has read said Articles; that the contents therein are true and correct, and that he executed the same for the uses and purposes therein expressed.

Sworn to and subscribed before me this____day of September, 1999.

Notary Public
My Commission Expires: