

TRANSMITTAL LETTER

N/99000006667

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

SUBJECT: Performing Arts Center for the Blues, Blues  
Library and Museum  
(Proposed corporate name - must include suffix)

000003041590--5  
-11/10/99--01073--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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 of  
Status

ADDITIONAL COPY REQUIRED

FROM: ELIZABETH B. CHARK  
Name (Printed or typed)

302 Glenview Dr.  
Address

Tallahassee, FL 32303  
City, State & Zip

(850) 386-1270  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 NOV 10 PM 3:10  
APPROVED  
AND  
FILED

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

SMITH NOV 10 1999

**ARTICLES OF INCORPORATION  
OF  
THE PERFORMING ARTS CENTER FOR THE BLUES, BLUES  
LIBRARY AND MUSEUM *Inc.***

The undersigned natural persons of lawful age, for the purpose of forming a nonprofit corporation under Section 617.01401(5), Florida Statutes (1998), adopt the following articles of incorporation:

**ARTICLE I  
Name and Principal Office**

The name of the corporation is The Performing Arts Center for the Blues, Blues Library and Museum, <sup>*Inc.*</sup> and its principal office is located at 302 Glenview Drive, Tallahassee, Florida 32303.

**ARTICLE II  
Registered Office and Agent**

The name of the registered agent of the corporation is Mr. David Mark Claytor. The address of the registered office is *302 Glenview Dr Tallahassee, FL 32303*

**ARTICLE III  
Duration**

The period of duration of this nonprofit corporation is perpetual.

**ARTICLE IV  
Type of Corporation**

A. The corporation is established and organized for the education and preservation of all forms of music, especially the genre of music, commonly known as blues.

B. The property of this corporation is irrevocably dedicated to the promotion of music and music education, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, or member of the corporation or to the benefit of any private person.

APPROVED  
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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**Compliance with the Internal Revenue Code**

A. This corporation is organized and operated exclusively for the promotion of music and music education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

B. Notwithstanding any other provision of carried on (a) by a corporation exempt from federal income tax under these articles, this corporation shall not carry on any other activities not permitted to be Section 501(c)(3) of the Internal Revenue Code 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) if the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

C. No substantial part of the activities of this corporation shall consist of lobbying of propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (as modified by paragraph (2) of subsection (1) of Section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax laws.

E. The corporation will not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue code of 1954 (as modified by paragraph (2) of subsection (1) of section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax laws.

F. The corporation will nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

G. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

H. The corporation shall not make any taxable expenditures as defined in subsection (d) of Section 4945 of the Internal Revenue Code of 1954 (as modified by paragraph (2) subsection (1) of section 101 of the Tax Reform

Act of 1969), or corresponding provisions of any later federal tax laws.

#### **ARTICLE VI Incorporators**

The names and residences of the persons forming this corporation are as follows:

<b>Name</b>	<b>Address</b>
Ms. Elizabeth B. Clark	302 Glenview Drive Tallahassee, Florida, 32303
Mr. David Mark Claytor	302 Glenview Drive Tallahassee, Florida 32303

#### **ARTICLE VII Authorization**

The corporation is organized under Section 617.0202, Florida Statutes (1998).

#### **ARTICLE VIII Purposes**

The purposes for which the corporation is organized are to promote means and opportunities for the education of the public with respect to the study and culture of vocal and instrumental music and the enjoyment and wholesome utilization of music; to solicit, collect, and otherwise raise money for those purposes, and to expend, contribute, disburse, and otherwise handle and dispose of that money for the above purposes; to promote the activities of The Performing Arts Center for the Blues, Blues Library and Museum, <sup>PAC,</sup> to assist the public and parochial schools and the colleges and universities within the Tallahassee area in promoting and developing an outstanding music education and appreciation program, and to assist the musical organizations within the community in the performance of musical works.

#### **ARTICLE IX Nonstock Corporation**

The corporation is nonstock, and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

**ARTICLE X  
Directors**

The number of directors constituting the initial board of directors of the corporation is six (6), and the names and addresses of the persons who are to serve as the initial directors are as follows:

Name:	Address:
Elizabeth B. Clark.	302 Glenview Drive Tallahassee, Florida 32303
Ms. E. C. Scott	352 Monte Carlo Way Union City, California 94587
Mr. Bobby Rush	2614 Harriotte Avenue Jackson, Mississippi 39209
Mr. Charles Atkins	1126 Birmingham Street Tallahassee, Florida 32304
Mr. David M. Claytor	302 Glenview Drive Tallahassee, Florida 32303
Mr. Bruce Feiner	9132 Lakeshore Drive Farmington, Connecticut 06032

**ARTICLE XI  
Corporate Officers and their functions**

A. The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

B. The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation. The president shall call an annual meeting on or before January 31 of each calendar year for the purpose of electing Directors.

C. The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause, of the president.

D. The principal duties of the secretary shall be to countersign all

deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation to all papers required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business of the corporation, except the books and records incidental to the duties of the treasurer.

E. The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of the corporation which come into his or her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render all accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to the office of treasurer, as required by the board of directors.

F. The board of directors may provide for the appointment of additional officers as they may deem for the best interest of the corporation.

G. Whenever the board of directors may order, any two offices, the duties of which do not conflict, may be held by one person.

H. The officers shall perform additional or different duties as from time to time are imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

## **ARTICLE XII**

### **Elections**

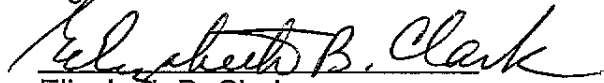
A. Directors shall be elected by a majority vote of the members at an annual meeting which shall be held on or before January 31 of each calendar year. The board of directors shall meet at least once a year at the direction of the chairman. One meeting of the board of directors shall be in conjunction with the annual meeting.


B. The officers shall be elected by the directors, who shall be elected by the members of the corporation.

**ARTICLE XIII  
Amendments**

Amendment to these articles of incorporation may be proposed by a resolution adopted by a majority vote of the board of directors. Amendments may be adopted by a majority vote of members of the corporation attending the next annual meeting. At least ninety (90) days must elapse prior to the adoption of any amendment.

Signatures

  
Elizabeth B. Clark,  
Incorporator

  
David Mark Claytor,  
Incorporator/Registered Agent

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I hereby accept the designation of  
Registered Agent.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED