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FLORIDA NON-PROFIT CORPORATION

The Stephen Stills Children's Music Project, Inc.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:
The Stephen Stills Children's Music Project, Inc.

EFFECTIVE DATE
01-01-00

Article II. Address

The mailing address of the Corporation is:
The Stephen Stills Children's Music Project, Inc.
191 North Phelps Avenue
Winter Park FL 32789

Article III. Purpose

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Kelly L. Muchoney
191 North Phelps Avenue
Winter Park FL 32789

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American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VII. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Stephen A. Stills
Kelly L. Muchoney
Kristen H. Stills

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 1, 2000.

The authorized representative of the incorporator executed these Articles of Incorporation on December 27, 1999.

R.A. Reyes

CORPORATE CREATIONS INTERNATIONAL INC.

Roger A. Reyes Vice President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

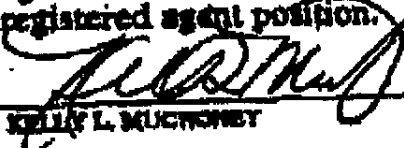
CORPORATION:

The Stephen Stills Children's Music Project, Inc.

REGISTERED AGENT/OFFICE:

**Kelly L. Muchoney
191 North Phelps Avenue
Winter Park FL 32789**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


KELLY L. MUCHONEY

Date: December 27, 1999

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