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TRANSMITTAL LETTER

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

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*****87.50 *****87.50

SUBJECT: BACK FORTY RECORDS, 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: GARY ASHTON
Name (Printed or typed)

2644 KAVALIER DRIVE
Address

PALM HARBOR, FL 33684
City, State & Zip

727-781-7335
Daytime Telephone number

FILED
00 JUN 19 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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

6-21
16-21
WCH

**ARTICLES OF INCORPORATION
OF
BACK FORTY RECORDS, INC.**

FILED
00 JUN 19 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME

The name of the corporation shall be Back Forty Records, Inc.

ARTICLE 2: PURPOSE

The corporation shall have as its purpose to engage in any lawful business.

ARTICLE 3: PRINCIPAL OFFICE

The corporation shall have as its initial principal office at 2644 Kavalier Drive,
Palm Harbor, Florida ~~3684~~ 34684

ARTICLE 4: CAPITALIZATION

4.1 The corporation shall be authorized to issue 1000 shares at a par value of \$1.00

4.2 The shares of this corporation shall not be transferable without the prior written consent of all other non-interested shareholders. Each share certificate shall conspicuously indicate such restriction on transferability.

4.3 The corporation shall not issue any new shares without the prior written consent of all the shareholders of the corporation.

4.4 On the death of any shareholder, the corporation shall have the right to purchase all the shares of stock in the corporation owned by such shareholder immediately prior to his death at the book value of such shares as determined by the accountant for the corporation based on generally accepted accounting principles, and this provision shall be binding on the beneficiaries, executor, administrator, and personal representative of each such shareholder. The beneficiaries, executor, administrator or personal representative shall be required to give the corporation written notice of the death of the shareholder. The corporation shall have a period of thirty (30) days in which to give the beneficiary, executor, administrator or personal representative written notice of the corporation's desire to purchase all of such shares of stock, which thirty (30) day period shall not begin to run until the corporation's receipt of such notice. If the corporation should fail or refuse to give such notice within the thirty (30) day period of the corporation's desire to purchase all of the deceased shareholder's shares, then the beneficiaries, executor, administrator or personal representative

of the deceased shareholder must give the same notice and offer to each of the shareholders a pro rata share of the deceased shareholder's shares. If any of the shareholders refuse or fail to purchase their pro rata share of the deceased shareholder's shares within the same time requirements as above, then the other purchasing shareholders can purchase beyond their pro-rata share until all shares are sold. If at that time there are still remaining unsold shares, the beneficiaries, executor, administrator or personal representative of the deceased shareholder shall have the right to dispose of those remaining shares as he or she sees fit subject to the prior written consent of all the other shareholders of record at the time of the proposed transaction.

4.5 Any attempt to sell, assign, pledge, encumber, transfer, bequeath, or otherwise dispose of any of the shares of this corporation held or owned by a shareholder not in accordance with these Articles of Incorporation shall be null and void and any such person or entity receiving any interest in any such shares of stock shall not be entitled to vote those shares, shall not be entitled to any income associated with the ownership of such shares, shall not be entitled to transfer those shares, and shall not be entitled to registration of that interest on the books of the corporation.

4.6 In no event shall the corporation issue shares to or any shareholder of the corporation be entitled to transfer, devise or bequeath any interest whatsoever in any shares of stock in the corporation to:

- (a) any person or entity who is not eligible to qualify as a shareholder in a Subchapter "S" Corporation at the time of the Transfer; or
- (b) any person or entity which may cause the corporation or its shareholders to incur any state or federal tax penalty or personal holding company tax.

4.7 There shall be no voting by proxy.

4.8 Each share certificate issued by the corporation shall have printed or stamped on it the following legend:

These shares are held subject to strict transfer restrictions imposed by the Articles of Incorporation of this corporation. There are stringent penalties associated with any such transfer not in compliance with those restrictions. A copy of the Articles of Incorporation containing the complete list of restrictions and penalties is available at the principle office of the corporation.

ARTICLE 5: BOARD OF DIRECTORS

5.1 The initial board of directors shall consist of three directors. The number of directors may be increased or decreased but at no time shall the number of directors be less than three.

5.2 The initial board of directors of the corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
David Hardin	620 14 th Street Palm Harbor, FL 34683
Gary Ashton	2644 Kavalier Drive Palm Harbor, FL 34684
Patrick Bettison	6910 Interbay Boulevard #13 Tampa, FL 33616

5.3 All corporate powers shall be exercised by or under the authority of its Board of Directors.

5.4 Members of the Board of Directors must also be shareholders of the corporation.

5.5 A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. the affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 6: INCORPORATORS

The incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
David Hardin	620 14 th Street Palm Harbor, FL 34683
Gary Ashton	2644 Kavalier Drive Palm Harbor, FL 34684
Patrick Bettison	6910 Interbay Boulevard #13 Tampa, FL 33616

ARTICLE 7: REGISTERED AGENT

The initial registered agent for the corporation shall be Gary ^{ASHTON} ~~Aston~~ at 2644 Kavalier Drive, Palm Harbor, Florida 34684

ARTICLE 8: AMENDMENT

8.1 The corporation reserves the right to amend these Articles.

8.2 These Articles may be amended by a unanimous vote of the shareholders of the corporation.

ARTICLE 9: SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting of persons entitled to vote a majority of the shares of this corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation. In the event any person who is entitled to vote at a meeting of the shareholders abstains from voting, the shares which that person is entitled to vote shall not be considered in determining whether or not sufficient votes have been cast in favor of any matter or motion presented to the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by the Florida Statutes, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

ARTICLE 10: COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

ARTICLE 11: DIVIDENDS

11.01 The Board of Directors shall declare and pay dividends to the holders of the common shares in each fiscal year, out of the assets of the corporation legally available for such purpose when and in what amounts the directors decide in their discretion.

11.02 At the end of each tax year, to the extent possible, the Board of Directors shall declare a dividend sufficient to cover the tax liability generated as a result of the activities of the corporation of each of its shareholders.

ARTICLE 12: BYLAWS

The unanimous vote or unanimous written consent of the shareholders shall be required to adopt, alter, amend or repeal the Bylaws of this corporation.

ARTICLE 13: UNANIMOUS SHAREHOLDER CONSENT

The unanimous vote or unanimous written consent of the shareholders shall be required for any merger, consolidation or the sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation or loans by the corporation to any shareholder, director, officer or employee except as provided for elsewhere in these Articles of Incorporation.

ARTICLE 14: EFFECTIVE DATE

These articles shall be effective as of the date of execution below.

WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation on this 14th day of June, 2000.



David Hardin / Incorporator



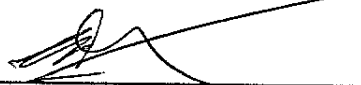
Gary Ashton / Incorporator



Patrick Bettison / Incorporator

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.



Gary Ashton / Registered Agent