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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 AUG 27 PM 1:25

PS 8/28/12

# Winter Law Firm

PROFESSIONAL ASSOCIATION  
310 THIRD STREET  
NEPTUNE BEACH, FLORIDA 32266

W. ALAN WINTER  
awinter@winterlawfirm.com

TELEPHONE (904) 242-0222  
FAX (904) 242-7051

## TRANSMITTAL LETTER

Thursday, August 23, 2012

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

SUBJECT: **GRACE TALENT MANAGEMENT, INC.**  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing fee

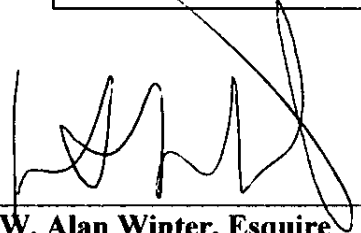
☒ \$78.75  
Filing fee  
& Certificate of Status

☐ \$78.75  
Filing fee  
& Certified Copy

☐ \$87.50  
Filing fee  
Certified Copy  
& Certificate  
of Status

ADDITIONAL COPY REQUIRED

FROM:

  
**W. Alan Winter, Esquire**  
Winter Law Firm  
310 Third Street  
Neptune Beach, Florida 32266  
(904) 242-0222  
Email: [awinter@winterlawfirm.com](mailto:awinter@winterlawfirm.com)

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

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**ARTICLES OF INCORPORATION  
of  
GRACE TALENT MANAGEMENT, INC.**

The undersigned person(s), acting as incorporator of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is **GRACE TALENT MANAGEMENT, INC.**

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

310 Third Street  
Neptune Beach, Florida 32266

**ARTICLE III  
SHARES**

The total number of shares which this corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent as such address is:

W. Alan Winter, Esquire  
The Winter Law Firm  
310 Third Street  
Duval County  
Neptune Beach, Florida 32266



## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state, and specifically all matters dealing with the providing of management of music and entertainment artists and their services.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Grace DeLaRosa  
President, Vice-President, Secretary and Treasurer  
2690 Cobblestone Forrest Circle East  
Jacksonville, Florida, 32225

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceedings by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.



## ARTICLE VIII OTHER PROVISIONS

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

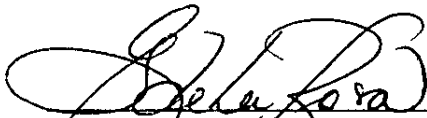
*Corporate Seal.* The corporation shall have no corporate seal.

*Execution of Written Instruments.* All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agents (s) that are specifically designated by the resolution of the board of directors.

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**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

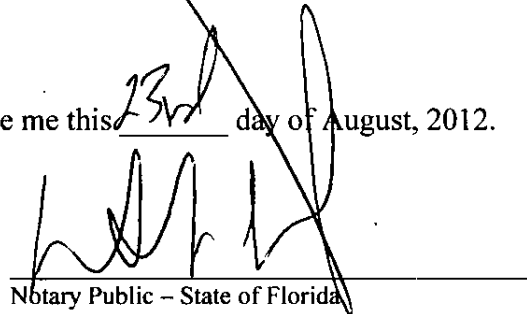


**Grace DeLaRosa, Incorporator**  
2690 Cobblestone Forrest Circle East  
Jacksonville, Florida 32225

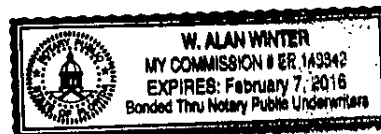
State of Florida  
County of Duval

ss:

Subscribed and sworn to (or affirmed) before me this 23rd day of August, 2012.

  
Notary Public – State of Florida

My Commission Expires:



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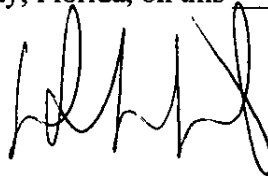
**ACCEPTANCE BY REGISTERED AGENT  
FOR  
GRACE TALENT MANAGEMENT, INC.**

Having been named as registered agent to accept service of process for **GRACE TALENT MANAGEMENT, INC.** at the place designated in the Articles of Incorporation of **GRACE TALENT MANAGEMENT, INC.**, and as confirmed below, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Name of Registered Agent: **W. Alan Winter, Esquire**

Address of Registered Agent: **The Winter Law Firm  
310 Third Street  
Duval County  
Neptune Beach, Florida, 32266**

Dated in Neptune Beach, Duval County, Florida, on this 13 day of August, 2012.



**W. Alan Winter, Esquire, Registered Agent**

  
**Grace DeLaRosa, Incorporator**